29 October 2026

Dear Shareholder,

Koonenberry Gold Limited – Upcoming Annual General Meeting

Koonenberry Gold Limited (ASX: KNB) (Company) will be holding its Annual General Meeting as a hybrid meeting on Monday, 30 November 2026 at 11.00am (AEDT) (Meeting). Shareholders may attend the Meeting in person at Level 30, 360 Collins Street, Melbourne VIC 3000, or online via the Automic online meeting platform at investor.automic.com.au.

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 from the Company's website at https://koonenberrygold.com.au/investors/ or the Company's ASX market announcements platform at www.asx.com.au (ASX: KNB).

In accordance with sections 110C-110K 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 or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions below. Proxy Forms must be received by 11.00am (AEDT) on Saturday, 28 November 2026, being not less than 48 hours before the commencement of the Meeting: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'View Meetings' – 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (Automic), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Attending the Meeting online
If you wish to participate in the Meeting online, you will need to register to participate. Registration will open 30 minutes prior to the Meeting.

Open your internet browser and go to investor.automic.com.au, login with your username and password (or click "register" if you have not already created an account), click on "Register" on the banner displayed when the Meeting is open for registration, then click on "Join Meeting" and follow the prompts. Attending the Meeting online enables Shareholders to view and listen to the Meeting live, ask questions and cast votes at the appropriate times while the Meeting is in progress.

A complete guide to registering and voting online is available at:
https://www.automicgroup.com.au/virtual-agms

It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting.

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at brett.tucker@access-corp.com.au

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company'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 the Company's website.

Authorised for ASX release by the Company Secretary.

Brett Tucker
Company Secretary
Koonenberry Gold Limited

Koonenberry Gold Limited
ACN 619 137 576

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 11.00am (AEDT) on Monday, 30 November 2026

In-person:	**Level 30, 360 Collins Street, Melbourne VIC 3000**
Online:	**via the Automic online meeting platform at investor.automic.com.au**

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6245 9869.

Shareholders are urged to vote by lodging the Proxy Form

Koonenberry Gold Limited
ACN 619 137 576
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Koonenberry Gold Limited ACN 619 137 576 will be held at Level 30, 360 Collins Street, Melbourne VIC 3000, and online via the Automic online meeting platform at investor.automic.com.au, on Monday, 30 November 2026 at 11.00am (AEDT) (Meeting).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 28 November 2026 at 11.00am (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

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

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

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Re-election of Director – Anthony McIntosh

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

'That, for the purpose of Listing Rule 14.4, Rule 11.1(d) of the Constitution and for all other purposes, Anthony McIntosh, retires by rotation and being eligible, is re-elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval of 10% Placement Facility

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

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

Resolution 4 – Ratification of issue of Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 86,003,999 Placement Shares issued under Listing Rule 7.1; and

(b) 102,746,001 Placement Shares issued under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of Director participation in the Placement

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

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to a total of 11,250,000 Director Placement Shares at an issue price of $0.02 per Share to the following Directors (or their respective nominees):

(a) up to 10,000,000 Director Placement Shares to Mr Anthony McIntosh (Resolution 5(a)); and

(b) up to 1,250,000 Director Placement Shares to Mr George Rogers (Resolution 5(b)),

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

Resolution 6 – Change of Company name

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

'That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to "Gilmore Metals Limited" with effect from the date on which ASIC alters the details of the Company's registration, on the terms and conditions in the Explanatory Memorandum.'

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) Resolution 3: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.

(b) Resolution 4(a) and Resolution 4(b): by or on behalf of any person who participated in the issue of the Placement Shares, being professional and sophisticated investors identified by the Company and the Lead Manager through a bookbuild process (including Lion Selection Group Ltd), or any of their respective associates.

(c) Resolution 5(a): by or on behalf of Mr Anthony McIntosh (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(d) Resolution 5(b): by or on behalf of Mr George Rogers (or his nominee) and any other person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

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

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

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

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

BY ORDER OF THE BOARD

Brett Tucker
Company Secretary
Koonenberry Gold Limited
Dated: 29 October 2026

Koonenberry Gold Limited
ACN 619 137 576
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 30, 360 Collins Street, Melbourne VIC 3000, and online via the Automic online meeting platform at investor.automic.com.au, on Monday, 30 November 2026 at 11.00am (AEDT).

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

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Anthony McIntosh
Section 6	Resolution 3 – Approval of 10% Placement Facility
Section 7	Resolution 4(a) and (b) – Ratification of issue of Placement Shares
Section 8	Resolution 5(a) and (b) – Approval of Director participation in the Placement
Section 9	Resolution 6 – Change of Company name
Schedule 1	Definitions

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

2. Action to be taken by Shareholders

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

2.1 Attending and voting at the Meeting

The Meeting will be held as a hybrid meeting. Shareholders may attend and vote at the Meeting either in person at Level 30, 360 Collins Street, Melbourne VIC 3000 or online via the Automic online meeting platform at investor.automic.com.au.

Shareholders attending online will be able to watch and listen to the Meeting, ask questions and vote in real time.

Shareholders who have an existing account with Automic will be able to attend, ask questions and vote online. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created at investor.automic.com.au by clicking on “register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To attend the Meeting online on the day:

1. Open your internet browser and go to investor.automic.com.au.

2. Login with your username and password or click “register” if you have not already created an account.

3. After logging in, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration. Click on “Register” when this appears. Alternatively, click on “Meetings” on the left-hand menu bar to join the Meeting.

4. Click on “Join Meeting” and follow the prompts on screen to register, ask questions and vote.

When the Chair declares the poll open, select the “Voting” dropdown menu, select either the “Full” or “Allocate” option to access your electronic voting card, follow the prompts to record your voting direction for each Resolution and click “Submit votes”. Votes cannot be amended once submitted.

Further information on registering and voting online, including the Registration and Voting Guide, is available at https://www.automicgroup.com.au/virtual-agms/. Shareholders attending online are recommended to log in 15 to 30 minutes prior to the scheduled start time of the Meeting. Shareholders experiencing difficulty accessing the online platform may contact Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

2.2 Voting by a corporation

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

2.3 Voting by proxy

A Proxy Form is made available with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend, sign and return the Proxy

Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Please note that:

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

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

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

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

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

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

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

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

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

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

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

(b) the appointed proxy is not the chair of the meeting;

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

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

2.4 Chair's voting intentions

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

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

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at brett.tucker@access-corp.com.au within 5 Business Days prior to the Meeting.

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

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

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

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

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

(a) discuss the Annual Report which is available online at https://koonenberrygold.com.au/investors/;

(b) ask questions about, or comment on, the management of the Company; and

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

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

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

(b) the conduct of the audit;

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

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

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

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1– Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2026 in the 2026 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting held on 6 November 2025. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

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

4.2 Additional information

Resolution 1 is a non-binding ordinary resolution.

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

5. Resolution 2 – Re-election of Director – Anthony McIntosh

5.1 General

Listing Rule 14.4 and Rule 11.1(d) of the Constitution provide that, other than a managing director, a Director of the Company must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer.

Mr Anthony McIntosh, who was appointed as a Director on 30 June 2021 and was last re-elected as a Non-Executive Director of the Company at the annual general meeting held on 21 November 2023, retires by rotation and being eligible, seeks re-election pursuant to Resolution 2.

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

If Resolution 2 is not passed, Mr McIntosh will not be re-elected as a Director of the Company and will cease to hold office at the conclusion of the Meeting.

5.2 **Anthony McIntosh**, BCom, GAICD

Mr McIntosh is an experienced company director with a strong background in investor relations, strategic planning and equity capital markets. He has a well-established network across the investment community, including investment banks, institutional investors and fund managers.

Mr McIntosh has served as a Non-Executive Director of the Company since June 2021. He previously served on the boards of Strategic Energy Resources Limited and Metal Powder Works Limited (formerly K-TIG Limited), and was a director of Echo Resources Limited from 2013 to 2019. During his tenure, Echo Resources Limited progressed through a significant growth phase before being acquired by Northern Star Resources Ltd in 2019.

Mr McIntosh manages the McIntosh Family Office, which invests across listed and unlisted securities and property.

Mr McIntosh holds a Bachelor of Commerce and is a Graduate of the Australian Institute of Company Directors (GAICD).

Mr McIntosh does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that, with the consent of Mr McIntosh, it took appropriate checks into Mr McIntosh's background and experience and that these checks did not identify any information of concern.

If re-elected, Mr McIntosh is considered by the Board (with Mr McIntosh abstaining) to be an independent Director, notwithstanding the fact that Mr McIntosh holds 40,443,748 Shares and 13,000,000 Performance Rights in the Company. Mr McIntosh is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

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

5.3 **Board recommendation**

The Board (other than Mr McIntosh who has a personal interest in the outcome of this Resolution) supports the re-election of Mr McIntosh as Mr McIntosh's skills and significant experience in investment markets, investor relations and strategic planning are important contributions to the Board's existing skills and experience.

5.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (other than Mr McIntosh who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

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

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

6.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $20.9 million, based on the closing price of Shares of $0.017 on 28 October 2026.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

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

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

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

(A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

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

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

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

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

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

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

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in Section 6.2(e)(i) above, the date on which the Equity Securities are issued, (Minimum Issue Price).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

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

(iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

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

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

6.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 6.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 6.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

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

Shareholders should note that there is a risk that:

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

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

If this Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 6.2(c) above) as at the date of this Notice (Variable A), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

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

Shares (Variable A in Listing Rule 7.1A.2)	**Dilution**			
	Issue price per Share	**$0.0085** **50% decrease in Current Market Price**	**$0.017** **Current Market Price**	**$0.034** **100% increase in Current Market Price**
1,233,362,466 Shares **Variable A**	10% Voting Dilution	123,336,247 Shares	123,336,247 Shares	123,336,247 Shares
	Funds raised	$1,048,358	$2,096,716	$4,193,432
1,850,043,699 Shares **50% increase in Variable A**	10% Voting Dilution	185,004,370 Shares	185,004,370 Shares	185,004,370 Shares
	Funds raised	$1,572,537	$3,145,074	$6,290,149
2,466,724,932 Shares **100% increase in Variable A**	10% Voting Dilution	246,672,493 Shares	246,672,493 Shares	246,672,493 Shares
	Funds raised	$2,096,716	$4,193,432	$8,386,865

Notes:

1. The table has been prepared on the following assumptions:

   (a) The issue price is the current market price of $0.017, being the closing price of the Shares on ASX on 28 October 2026, being the latest practicable date before this Notice was signed.

   (b) Variable A comprises 1,233,362,466 existing Shares on issue as at the date of this Notice, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rules 7.1 and 7.4.

(c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

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%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

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

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 6 November 2025.

In the 12 months preceding the date of the Meeting, the Company has issued or agreed to issue a total of 271,198,453 Equity Securities (comprising 205,902,453 Shares and 65,296,000 Performance Rights), which represents approximately 22.4% of the total number of Equity Securities on issue at the commencement of that 12 month period (being 1,210,560,560 Equity Securities, comprising 1,027,460,013 Shares, 94,019,193 Options and 89,081,354 Performance Rights).

Of those Equity Securities, the Company has issued the following Equity Securities under Listing Rule 7.1A in the 12 months preceding the date of the Meeting:

Date of issue	27 July 2026
Number and Type of Security	102,746,001 Shares.
Recipient	The Shares were issued to professional and sophisticated investors who participated in the Placement, none of whom is a related party or Material Investor of the Company, other than Lion Selection Group Ltd, a substantial Shareholder of the Company and therefore a Material Investor, which was issued 30,000,000 Shares under the Placement (comprising Shares issued under Listing Rules 7.1 and 7.1A).
Price	$0.02 per Share. The issue price was equal to the closing market price of Shares on ASX on 16 July 2026 (being the last trading day before the Placement was announced), a 3% discount to the five-day VWAP of Shares of $0.0206, and a discount of 4.8% to the closing market price of Shares on ASX on 27 July 2026 (the date of issue) of $0.021.
Use of funds	Cash raised: $2,054,920 Cash spent: Nil (other than the costs of the Placement) Cash remaining: $2,054,920 Use of funds: refer to Section 7.3(g) for a summary of the use of funds of the Placement. The proceeds of the Placement are currently unspent.

(g) **Voting exclusion statement**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

6.4 Additional information

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

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

7. Resolution 4(a) and (b) – Ratification of issue of Placement Shares

7.1 General

On 21 July 2026, the Company announced that it had received firm commitments for a placement to raise $4,000,000 (before costs) by the issue of 200,000,000 Shares at an issue price of $0.02 per Share to professional and sophisticated investors (Placement). Morgans Corporate Limited acted as sole lead manager and bookrunner to the Placement (Lead Manager).

On 27 July 2026, the Company issued 188,750,000 Shares under the Placement (Placement Shares) as follows:

(a) 86,003,999 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1 (the subject of Resolution 4(a)); and

(b) 102,746,001 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 4(b)).

The balance of 11,250,000 Shares under the Placement, representing the proposed participation of Directors in the Placement, has not been issued and is subject to Shareholder approval under Resolution 5(a) and (b) (refer to Section 8).

Resolution 4(a) and (b) seek Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

7.2 Listing Rules 7.1, 7.1A and 7.4

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 shares it had on issue at the start of that period. Under Listing Rule 7.1A, 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 6 November 2025.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1 and additional 10% placement capacity under Listing Rule 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 4(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 4(a) is passed, 86,003,999 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4(b) is passed, 102,746,001 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4(a) is not passed, 86,003,999 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 86,003,999 Equity Securities for the 12 month period following the issue of the Placement Shares.

If Resolution 4(b) is not passed, 102,746,001 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 102,746,001 Equity Securities for the 12 month period following the issue of the Placement Shares.

The Company confirms that Listing Rule 7.1 and Listing Rule 7.1A were not breached at the time the Placement Shares were issued.

7.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

(a) The Placement Shares were issued to professional and sophisticated investors who participated in the Placement, none of whom is a related party or Material Investor of the Company, other than Lion Selection Group Ltd, a substantial Shareholder of the Company and therefore a Material Investor, which subscribed for and was issued 30,000,000 Placement Shares.

(b) The participants in the Placement were identified through a bookbuild process conducted by the Lead Manager, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.

(c) A total of 188,750,000 Placement Shares were issued as follows:

(i) 86,003,999 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1; and

(ii) 102,746,001 Placement Shares were issued using the Company's placement capacity under Listing Rule 7.1A.

(d) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(e) The Placement Shares were issued on 27 July 2026.

(f) The Placement Shares were issued at $0.02 per Share, raising $3,775,000 (before costs).

(g) The proceeds from the issue of the Placement Shares have been and are intended to be applied towards drilling and exploration activities at the Company's Enmore and Lachlan Projects in New South Wales (including at Dunedoo, Wilga, Queen of Sheba, Sunnyside and Breakfast Creek), soil sampling and geochemical and geophysical studies at the Gundagai Project, the costs of the Placement and general working capital.

(h) The Placement Shares were issued pursuant to a lead manager mandate with the Lead Manager and applications from participants on the Company's standard placement terms. Under the lead manager mandate, the Company agreed to pay the Lead Manager a management fee of 3% and a selling fee of 3% (together 6%, plus GST) of the gross proceeds of the Placement. There are no other material terms of the agreements for the subscription of the Placement Shares.

(i) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 4(a) and (b) are each ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 4(a) and (b).

8. Resolution 5(a) and (b) – Approval of Director participation in the Placement

8.1 General

As set out in Section 7.1, on 21 July 2026 the Company announced the Placement of 200,000,000 Shares at an issue price of $0.02 per Share to raise $4,000,000 (before costs). The Directors agreed to participate in the Placement for up to $225,000 in aggregate, on the same terms as the other participants in the Placement, subject to Shareholder approval.

Resolution 5(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to a total of 11,250,000 Shares at an issue price of $0.02 per Share (Director Placement Shares) to the following Directors (or their respective nominees):

(a) up to 10,000,000 Director Placement Shares to Mr Anthony McIntosh (or his nominee), for a subscription amount of $200,000 (Resolution 5(a)); and

(b) up to 1,250,000 Director Placement Shares to Mr George Rogers (or his nominee), for a subscription amount of $25,000 (Resolution 5(b)).

8.2 Listing Rule 10.11

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

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

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or

expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the company or a person referred to in Listing 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 (Listing Rule 10.11.5).

Each of Mr McIntosh and Mr Rogers is a related party of the Company by virtue of being a Director of the Company and therefore falls within the category stipulated by Listing Rule 10.11.1. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares will not be included in the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 5(a) or 5(b) is passed, the Company will be able to proceed with the issue of the Director Placement Shares to the relevant Director (or his nominee) and will receive the subscription funds for those Shares.

If Resolution 5(a) or 5(b) is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to the relevant Director (or his nominee) and will not receive the subscription funds for those Shares. The Placement Shares the subject of Resolution 4(a) and (b) are not affected by the outcome of Resolution 5(a) and (b).

Resolution 5(a) and (b) are not conditional on each other, and Shareholders may approve one or both of those Resolutions.

8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

(a) The Director Placement Shares will be issued to Mr Anthony McIntosh and Mr George Rogers (or their respective nominees).

(b) Each of Mr McIntosh and Mr Rogers falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Shares are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of 11,250,000 Director Placement Shares will be issued, being up to 10,000,000 Director Placement Shares to Mr McIntosh (or his nominee) and up to 1,250,000 Director Placement Shares to Mr Rogers (or his nominee).

(d) The Director Placement Shares are fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The Company will apply for official quotation of the Director Placement Shares on ASX.

(e) The Director Placement Shares will be issued as soon as practicable following the Meeting and, in any event, no later than one month after the date of the Meeting (or

such later date as permitted by ASX waiver or modification of the Listing Rules). It is intended that the Director Placement Shares will be issued on one date.

(f) The Director Placement Shares will be issued at $0.02 per Share, being the same issue price as the Placement Shares, for a total subscription amount of up to $225,000.

(g) The funds raised from the issue of the Director Placement Shares will be applied for the same purposes as the proceeds of the Placement, as set out in Section 7.3(g).

(h) The current total annual remuneration package of each of Mr McIntosh and Mr Rogers is $60,000 per annum (plus statutory superannuation), being their fees as Non-Executive Directors of the Company.

(i) As at the date of this Notice, Mr McIntosh has a relevant interest in 40,443,748 Shares and 13,000,000 Performance Rights, and Mr Rogers has a relevant interest in 8,233,000 Shares and 13,000,000 Performance Rights, in the Company.

(j) The Director Placement Shares will be issued pursuant to the Directors' commitments to participate in the Placement on the same terms as the other participants in the Placement. There are no other material terms of the agreement to issue the Director Placement Shares. No loan will be provided by the Company in relation to the issue of the Director Placement Shares.

(k) A voting exclusion statement is included in the Notice.

8.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act and 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 of the Director Placement Shares to Mr McIntosh and Mr Rogers (or their respective nominees) constitutes the giving of a financial benefit to related parties of the Company. The Board (other than Mr McIntosh and Mr Rogers, who each have a material personal interest in the outcome of their respective Resolution) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued at the same issue price and otherwise on the same terms as the Placement Shares issued to unrelated professional and sophisticated investors, and therefore the giving of the financial benefit is on arm's length terms and falls within the exception in section 210 of the Corporations Act.

8.5 Additional information

Resolution 5(a) and (b) are each separate ordinary resolutions.

The Board (other than Mr McIntosh in respect of Resolution 5(a) and Mr Rogers in respect of Resolution 5(b), each of whom has a personal interest in the outcome of the relevant Resolution) recommends that Shareholders vote in favour of Resolution 5(a) and (b), as the participation of the Directors in the Placement on the same terms as other investors further aligns the interests of the Directors with those of Shareholders and provides additional funding for the Company's exploration activities.

9. Resolution 6 – Change of Company name

9.1 General

Section 157(1) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name and lodges an application with ASIC in the prescribed form.

Resolution 6 seeks Shareholder approval for the Company to change its name from "Koonenberry Gold Limited" to "Gilmore Metals Limited".

In November 2024 the Company acquired Gilmore Metals Pty Ltd, which holds the Company's Lachlan Fold Belt project portfolio in New South Wales, from a vendor group that included Mr Darren Glover, and in August 2026 the Company completed the acquisition of Gilmore Minerals Pty Ltd and the Gundagai Project. The Company's exploration activities are now focused on its Lachlan and Gundagai portfolio. The Board considers that the proposed name "Gilmore Metals Limited" better reflects the Company's focus on that portfolio and the continued development of the projects assembled and advanced by the Gilmore vendor group, rather than the Koonenberry Project from which the Company's current name is derived.

9.2 Effect of the change of name

If Resolution 6 is passed, the Company will lodge an application with ASIC to change its name and the change of name will take effect on the date on which ASIC alters the details of the Company's registration. The Company will then be known as Gilmore Metals Limited. Following the change of name taking effect, the Company's Shares will trade on ASX under the new ASX code "GLM".

The change of name will not create a new legal entity, affect the Company's existence, assets or liabilities, or affect the rights or obligations of the Company or Shareholders. Shareholders' holdings of Shares will not change as a result of the change of name and Shareholders will not be required to take any action. Holding statements issued after the change of name will reflect the Company's new name.

If Resolution 6 is not passed, the Company's name will remain Koonenberry Gold Limited.

9.3 Additional information

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, online, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

10% Placement Facility	has the meaning given in Section 6.1.
10% Placement Period	has the meaning given in Section 6.2(f).
$ or A$	means Australian Dollars.
AEDT	means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect of the year ended 30 June 2026.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Company	means Koonenberry Gold Limited (ACN 619 137 576).
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Director	means a director of the Company.
Director Placement Shares	has the meaning given in Section 8.1.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated

	entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager	means Morgans Corporate Limited, engaged by the Company to act as sole lead manager and bookrunner to the Placement.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 6.2(e).
Notice	means this notice of annual general meeting.
Official List	means the official list of the ASX.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given in Section 7.1.
Placement Shares	has the meaning given in Section 7.1.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Rule	means a rule of the Constitution.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.

Shareholder	means the holder of a Share.
Strike	has the meaning given in Section 4.1.
Variable A	has the meaning given in Section 6.3(d).
VWAP	means volume weighted average price.

KOONENBERRY GOLD

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Koonenberry Gold Limited | ABN 17 619 137 576

Your proxy voting instruction must be received by **11:00am (AEDT) on Saturday, 28 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:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Koonenberry Gold Limited, to be held virtually at **11:00am (AEDT) on Monday, 30 November 2026 and physically at Level 30, 360 Collins Street, Melbourne VIC 3000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

AUTOMIC

KNB

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐
2	Re-election of Director – Anthony McIntosh	☐	☐	☐
3	Approval of 10% Placement Facility	☐	☐	☐
4a	Ratification of issue of Placement Shares issued under Listing Rule 7.1	☐	☐	☐
4b	Ratification of issue of Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
5a	Approval of Director participation in the Placement to Mr Anthony McIntosh	☐	☐	☐
5b	Approval of Director participation in the Placement to Mr George Rogers	☐	☐	☐
6	Change of Company name	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).