**Local Agent Office**
7/63 Shepperton Road,
Victoria Park, WA, 6100

**ARBN 646 114 749**

**3 November 2026**

Dear Security Holder,

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders (**AGM**) of Arcadia Minerals Limited (**Company**) (ASX: AM7) will be held at 108 Outram Street, West Perth WA 6005, on Thursday, 26 November 2026, at 2:00pm (AWST).

The Notice of Meeting and Explanatory Memorandum **(NOM)** is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant or other professional adviser.

In accordance with the Company's Articles of Incorporation, the Company may provide communications to security holders by electronic means, including through its website. The Company is not required to send hard copies of the NOM to Security Holders unless a security holder has requested a hardcopy of the NOM or made an election to receive documents from the Company in physical form. The NOM is made available to security holders electronically. This means that:

- *You can access the NOM online at the Company's website https://www.arcadiaminerals.global/investors/asx-announcements/*
- A complete copy of the NOM, Explanatory Memorandum and Proxy form has been released on ASX and is available on the Company's ASX announcements page at www.asx.com.au under the Company's ASX code "AM7".

Those security holders who receive their company communications in the post will therefore receive a printed copy of this announcement and their personalised proxy form.

Conversely, security holders who receive their communications electronically will, as they have on previous occasions, receive an email from the Company's share registry, Automic Registry Services (Automic), with links directing them to this notice and the online voting portal https://singleholding.automic.com.au/login

If you have any difficulties obtaining a copy of the Notice or require a hard copy Proxy Form please contact the Company's share registry, Automic, at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or + 61 2 9698 5414 (overseas).

The Company further advises that voting on all resolutions will be conducted by a poll and encourages those security holders who cannot attend the meeting to lodge their proxy forms no later than 48 hours before the meeting, being 2:00pm (AWST) on Tuesday, 24 November 2026. Any proxy forms received after that time will not be valid for the meeting.

The Board encourages all shareholders to read the Notice of Meeting carefully and to lodge a proxy vote if they are unable to attend the meeting in person. The Meeting will be held as a physical meeting only. There will be no facility for security holders to attend, participate or vote online.

This ASX announcement has been authorised for release by the Board of Arcadia Minerals Limited.

Yours Sincerely
**Ms Kyla Garic**
**Arcadia Minerals Limited**
**Local Agent**

# Arcadia Minerals Limited

**Guernsey Registration: 68211**

**ARBN: 646 114 749**

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

**Thursday, 26 November 2026**

**2.00 pm (AWST)**

**To be held in person at**

**108 Outram Street, West Perth WA 6005**

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

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6158 9990.

# NOTICE OF MEETING

Notice is given that the Annual General Meeting of Shareholders of Arcadia Minerals Limited (Guernsey registration number 68211 and ARBN 646 114 749) (**Company**) will be held in person at 108 Outram Street, West Perth WA 6005 on Thursday, 26 November 2026 commencing at 2.00 pm (AWST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, the Proxy Form and the Voting Instruction Form, form part of this Notice. How you will be able to vote depends if you are a Shareholder or a Chess Depositary Interest (**CDI**) holder. Both methods are included below in the Explanatory Memorandum.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00PM AWST on Tuesday, 24 November 2026.

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

# AGENDA

## 1. Resolution 1 – Receive and consider the annual financial statements, the Directors' report and the report of the independent auditors

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

*"That the annual financial statements (including a profit and loss account and a balance sheet), the Directors' report and the report of the independent auditors for the year ended 30 June 2026 be received and considered."*

## 2. Resolution 2 – Appointment of RSM Australia Pty Ltd as independent auditors until the next annual general meeting

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

*"That RSM Australia Pty Ltd be appointed as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company."*

## 3. Resolution 3 – Approve the audit fee for the year ended 30 June 2026

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

*"That the audit fees of $50,500 for the year ended 30 June 2026 be approved."*

# 4. Resolution 4 – Re-election of Director Mr Andrew Law

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

*"That Mr Andrew Law, a Director, who retires by rotation in accordance with Article 23.7 of the Articles of Incorporation, Listing Rule 14.5 and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."*

# 5. Resolution 5 – 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 which is equal to 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 otherwise on the terms and conditions in the Explanatory Memorandum."*

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

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

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

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

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

(b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 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 the voting, and is not an associate of a person excluded from voting, on Resolution 5; and

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

Dated 3 November 2026

**BY ORDER OF THE BOARD**

Ms Kyla Garic
Local Agent

# EXPLANATORY MEMORANDUM

## 1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at 108 Outram Street, West Perth WA 6005 on Thursday, 26 November 2026 commencing at 2.00 pm (AWST).

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

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

## 2. Action to be taken by CDI Holders and Shareholders

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

How you will be able to vote depends if you are a shareholder or a Chess Depositary Interest (**CDI**) holder. The majority of voters will be CDI holders. Both methods are listed below.

### 2.1 Chess Depositary Interests (CDIs)

CDI holders are invited to attend and speak at the Meeting, but are not entitled to vote at the Meeting. in order to have votes cast at the Meeting on their behalf, CDI holders must complete, sign and return the Voting Instruction Form (as attached to the Notice) as per the information below so that Chess Depositary Nominees Pty Ltd (**CDN**) can vote the underlying Shares on their behalf.

### 2.2 Shareholders

Ordinary Shareholders may vote by attending the Meeting in person, by proxy or by authorised representative. Shareholders of the Company, entitled to attend, speak and vote are entitled to appoint one or more proxies to attend, speak and vote at this meeting. The completion and return of a valid form of proxy will not prevent holders of ordinary Shares from attending, speaking and voting in person at the Meeting if so desired. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.

### 2.3 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form 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 in person.

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

### 2.4 Voting in person

To vote in person you need to attend the Meeting on the date and at the place set out above.

### 2.5 Proxy Form and CDI Voting Instruction Form

To be effective, the Proxy or Voting Instruction Form must be received by the Company no later than 2pm (AWST) on Tuesday, 24 November 2026. You should submit your Proxy Form or Voting Instruction Form in accordance with the instructions on that form.

Your Proxy Form or Voting Instruction Form is enclosed with this Notice, depending on your holder status.

## 3. Resolution 1 – Receive and consider the annual financial statements, the Directors' report and the report of the independent auditors

### 3.1 General

Resolution 1, which is an ordinary resolution, proposes that the annual financial statements, the Directors' report and the report of the independent auditors for the year ended 30 June 2026 be received and considered.

### 3.2 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 1.

## 4. Resolution 2 – Appointment of RSM Australia Pty Ltd as independent auditors until the next annual general meeting

### 4.1 General

Resolution 2, which is an ordinary resolution, proposes that RSM Australia Pty Ltd be appointed as independent auditors of the Company from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company. In accordance with section 257 of the Companies (Guernsey) Law, shareholders are required to approve the appointment of the Company's auditors each year to hold office until the next annual general meeting of the Company.

RSM Australia Pty Ltd have indicated they are in a position to accept appointment as independent auditors of the Company for the year ended 30 June 2027.

### 4.2 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

# 5. Resolution 3 – Approve the audit fee for the year ended 30 June 2026

## 5.1 General

Resolution 3, which is an ordinary resolution, proposes that the audit fees of $50,500 for the year ended 30 June 2026 be approved. In accordance with section 259 of the Companies (Guernsey) Law, shareholders are required to approve the remuneration of the Company's auditors. The audit fee is in respect of services rendered for the external audit of the Company for the year ended 30 June 2026.

## 5.2 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

# 6. Resolution 4 – Re-election of Director Mr Andrew Law

## 6.1 General

Resolution 4 seeks approval for the re-election of Mr Andrew Law as a Director.

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Article 23.7 of the Articles of Incorporation requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down).

Article 23.7 of the Articles of Incorporation requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Article 23.8 of the Articles of Incorporation provides that a Director who retires in accordance with Article 23.7 is eligible for re-election.

As at the date of this Notice, the Company has three Directors and accordingly, one Director must retire. Non-Executive Director Mr Andrew Law was appointed on 24 September 2021 and was last re-elected on 26 November 2024. Mr Law retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 4.

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

## 6.2 Mr Andrew Law

Mr Law has over 36 years' experience in the mining and resources industry across Australia, Africa and South America. A qualified Mining Engineer and experienced company director, Mr Law brings extensive expertise in corporate strategy, governance, project development, operational optimisation and mineral reserve compliance. The Board considers Mr Law's skills and experience to be valuable to the Company and recommends his re-election. Mr Law is a director of ASX Listed First Lithium Limited.

## 6.3 Additional information

Resolution 4 is an ordinary resolution.

The Board considers that Mr Law has made and continues to make a significant and valuable contribution to the Company. Details of Mr Law's qualifications, experience and other directorships are set out in the Company's Annual Report. The Board believes that the qualifications, skill set and experience of Mr Law will continue to enhance the Board's ability to perform its role. For these reasons, the Board (with Mr Law abstaining) recommends that Shareholders vote in favour of Resolution 4. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 4.

If Resolution 4 is passed, Mr Law will be re-elected as a Non-Executive Director of the Company.

If Resolution 4 is not passed, Mr Law will not be re-elected as a Non-Executive Director of the Company.

# 7. Resolution 5 – Approval of 7.1A Mandate

## 7.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to an extra 10% of its issued share capital to increase this 15% limit to 25%, through placements commencing from the date of the annual general meeting where the Company obtains Shareholder approval by way of special resolution being passed, until the earlier of the following occurs:

(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 the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

(**7.1A Mandate**).

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. As at 22 October 2026, the Company is an "eligible entity" for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $5,295,337 (based on the number of Shares on issue and the closing price of Shares on ASX on 22 October 2026).

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 7.1A Mandate.

The exact number of Equity Securities to be issued under the 7.1A Mandate will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 7.2(c) below).

## 7.2 Description of Listing Rule 7.1A

(a) **CDI and Shareholder approval**

The ability to issue Equity Securities (such as Shares and CDIs) under the 7.1A Mandate is subject to shareholder approval by way of a special resolution at an annual general meeting.

Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

(b) **Equity Securities**

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

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being CDIs (ASX: AM7).

(c) **Formula for calculating 7.1A Mandate**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

Where:

**A** is the number of shares on issue at the commencement of the relevant period:

(i) 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;

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

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

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

(iii) 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:

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

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

(iv) plus the number of partly paid shares that became fully paid in the relevant period;

(v) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(vi) 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 an entity's 15% 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 relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4 and the relevant period has the same meaning as in Listing Rule 7.1.

## 7.3 What is the effect of Resolution 5

If Resolution 5 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 5 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.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

## 7.4 Specific information required by Listing Rule 7.3A

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

(a) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of Equity Securities and be issued for cash consideration at 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 entity and the recipient of the Equity Securities; or

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

(b) **10% Placement Period**

Shareholder approval of the 7.1A Mandate is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

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

(iii) the time and date of the approval by Shareholders of 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),

or such longer period if allowed by ASX (**10% Placement Period**).

(c) **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 under the 7.1A Mandate, the existing Shareholders'

economic and voting power in the Company will 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 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 22 October 2026.

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

| Shares on issue (Variable A in Listing Rule 7.1A.2) | Dilution | $0.020 (50% decrease in Issue Price) | $0.040 (Issue Price) | $0.08 (100% increase in Issue Price) |
|---|---|---|---|---|
| **132,383,433 Shares (Current Variable A)** | 10% Voting Dilution | 13,238,343 Shares | 13,238,343 Shares | 13,238,343 Shares |
| | Funds raised | $264,767 | $529,534 | $1,059,067 |
| **198,575,150 Shares (50% increase in current Variable A)** | 10% Voting Dilution | 19,857,515 Shares | 19,857,515 Shares | 19,857,515 Shares |
| | Funds raised | $397,150 | $794,301 | $1,588,601 |
| **264,766,866 Shares (100% increase in current Variable A)** | 10% Voting Dilution | 26,476,687 Shares | 26,476,687 Shares | 26,476,687 Shares |
| | Funds raised | $529,534 | $1,059,067 | $2,118,135 |

**Notes:**

The table has been prepared on the following assumptions:

- The issue price is $0.040 being the closing price of the CDIs on ASX on 22 October 2026, being the latest practicable date before the date of this Notice;
- Variable A is 132,383,433 comprising 132,383,433 existing CDIs on issue as at the date of this Meeting, assuming 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, with Shareholder approval under Listing Rule 7.1;
- The Company issues the maximum number of Equity Securities available under the 7.1A Mandate;
- The issue of Equity Securities under the 7.1A Mandate consists only of Shares/CDIs. If the issue of Equity Securities includes quoted Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders;
- The number of CDIs 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;

- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed;

- 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%; and

- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Shareholders should note that there is a risk that:

- the market price for the Company's CDIs may be significantly lower on the date of the issue of the CDIs than on the date of the Meeting; and

- the CDIs may be issued at a price that is at a discount to the market price for the Company's CDIs on the issue date,

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

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);

- continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration); and

- general working capital.

(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 7.1A Mandate. 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 purpose of the issue;

(ii) the methods of raising funds that are available to the Company, including but not limited to, a rights issue, share purchase plan or other issue in which existing security holders can participate;

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

(iv) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company;

(v) prevailing market conditions; and

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

The allottees under the 7.1A Mandate have not been determined as at the date of the Notice but may include existing Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

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

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting on 27 November 2025. In the 12 months preceding the date of the 2026 annual general meeting, the Company issued 11,738,343 CDIs under ASX Listing Rule 7.1A capacity, representing approximately 10% of the total number of Equity Securities on issue at the commencement of that 12 month period. Details of the issue are as follows:

- (**Recipients**): the CDIs were issued to non related parties. The recipients were identified through a book build process and none of them were related parties of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser of the Company, or an associate of any of those persons;

- (**Number and class**): a total of 11,738,343 CDIs were issued on 10 February 2026

- (I**ssue Price**): $0.03 per CDI, representing a discount of approximately 16.67% to the closing market price of CDIs on 27.01.2026 (being $0.036), the last day on which CDIs traded before the date on which the issue was agreed; and

- (**Cash consideration and use of funds**): total cash consideration of $352,150 (before costs) was received. Of this amount, approximately $150,000 has been spent on working capital to execute the Company's strategy. The remaining $200,000 is intended to be applied towards continued execution.

(g) **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 and has not approached any particular existing Shareholder or security holder or identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the 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.

## 7.5 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

# Schedule 1– Definitions

In this Notice and the Explanatory Memorandum:

**$** means Australian Dollars.

**7.1A Mandate** has the meaning given in Section 7.1.

**Articles** means the Articles of Incorporation of the Company as at the date of the Meeting.

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

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

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

**Board** means the board of Directors.

**Business Day** means:

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

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

**CDI** means a Chess Depositary Interest.

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

**Closely Related Party** means:

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

(b) has the meaning given in section 9 of the Corporations Act.

**Company** means Arcadia Minerals Limited (Guernsey Registration: 68211 and ARBN 646 114 749)

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

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

**Director** means a director of the Company.

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

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

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

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

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

**Notice** means this notice of meeting.

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

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means resolution contained in the Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

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

**Variable A** means “A” as set out in the formula in Listing Rule 7.1A.2.

**VWAP** means volume weight average price.

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

# Proxy Voting Form

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

**Arcadia Minerals Limited | ARBN 646 114 749**

SAMPLE

Your proxy voting instruction must be received by **2:00pm (AWST) on Tuesday, 24 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 Arcadia Minerals Limited, to be held at **2:00pm (AWST) on Thursday, 26 November 2026 at 108 Outram Street, West Perth WA 6005** 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.

## STEP 2 - Your voting direction

| Resolutions | | For | Against | Abstain |
|---|---|---|---|---|
| 1 | Receive and consider the annual financial statements, the Directors' report and the report of the independent auditors | ☐ | ☐ | ☐ |
| 2 | Appointment of RSM Australia Pty Ltd as independent auditors until the next annual general meeting | ☐ | ☐ | ☐ |
| 3 | Approve the audit fee for the year ended 30 June 2026 | ☐ | ☐ | ☐ |
| 4 | Re-election of Director Mr Andrew Law | ☐ | ☐ | ☐ |
| 5 | Approval of 7.1A Mandate | ☐ | ☐ | ☐ |

*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).**

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