NORTHSTONE RESOURCES LIMITED

ACN 151 185 867

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Notice is given to Shareholders that, in relation to the notice of annual general meeting dated 20 October 2026 (**Notice of Meeting**) concerning the annual general meeting of Shareholders to be held at Level 2, 7 Havelock Street, West Perth WA 6005 on Monday, 30 November 2026 at 2:30pm (WST), the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Capitalised terms and abbreviations used in this Addendum have the same meaning as set out in the Notice of Meeting, unless otherwise defined.

This Addendum is supplemental to the Notice of Meeting and should be read in conjunction with the Notice of Meeting. Save for the changes set out below, all other Resolutions proposed and information in the Notice of Meeting, including the Explanatory Memorandum, remain unchanged. The Company confirms that in issuing this Addendum, **there is no change to the time, date or location of the Meeting**.

Additional Resolutions

By this Addendum, six additional resolutions are added to the Notice of Meeting as follows:

- Resolution 5 – Ratification of Placement;
- Resolution 6 – Approval to issue Placement Options to Placement Participants;
- Resolution 7 – Approval for Glenn Whiddon to participate in the Placement;
- Resolution 8 – Approval for Ian Shackleton to participate in the Placement;
- Resolution 9 – Approval for James Pearse to participate in the Placement; and
- Resolution 10 – Approval to issue Broker Options.

Explanatory Memorandum – Supplementary Information

By this Addendum, four additional sections are added to the Explanatory Memorandum to the Notice of Meeting as follows which contain further details on the resolutions added by this Addendum:

- Resolution 5 – Ratification of Placement;
- Resolution 6 – Approval to issue Placement Options to Placement Participants;
- Resolutions 7 to 9 – Approval for Directors to participate in the Placement; and
- Resolution 10 – Approval to issue Broker Options.

Replacement Proxy Form and Voting Instructions

Enclosed with this Addendum is a replacement Proxy Form. If Shareholders wish to have their votes counted by proxy in respect of the above Resolutions, Shareholders **must** use the replacement Proxy Form to vote on all the Resolutions. If a party provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that party will be disregarded. The Company reserves the right to accept a Proxy Form dispatched with the original Notice of Meeting if a new replacement Form is not provided by the relevant Shareholder.

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

This Addendum and the Notice of Meeting should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary on +61 8 6311 2039.

NORTHSTONE RESOURCES LIMITED

ACN 151 185 867

AGENDA

6. RESOLUTION 5 – RATIFICATION OF PLACEMENT

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 248,444,449 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Participants or any associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

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

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

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

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

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 124,222,224 Placement Options to the Placement Participants on the basis of one (1) free attaching Placement Option for every two (2) Shares subscribed for under the Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Placement Participants and their nominees or a 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 associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

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

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

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

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

8. RESOLUTION 7 – APPROVAL FOR GLENN WHIDDON TO PARTICIPATE IN THE PLACEMENT

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Glenn Whiddon (or his nominees) to participate in the Placement for up to 11,111,111 Shares and 5,555,555 Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Glenn Whiddon and his nominees 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 associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

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

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

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

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

9. RESOLUTION 8 – APPROVAL FOR IAN SHACKLETON TO PARTICIPATE IN THE PLACEMENT

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr Ian Shackleton (or his nominees) to participate in the Placement for up to 2,777,778 Shares and 1,388,889 Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Shackleton and his nominees 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 associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

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

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

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

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

10. RESOLUTION 9 – APPROVAL FOR JAMES PEARSE TO PARTICIPATE IN THE PLACEMENT

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise Mr James Pearse (or his nominees) to participate in the Placement for up to 1,111,111 Shares and 555,555 Placement Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr James Pearse and his nominees 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 associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

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

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

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

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

11. RESOLUTION 10 – APPROVAL TO ISSUE BROKER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 26,344,444 Broker Options to GBA Capital (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of GBA Capital and its nominees or a 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 associates of those persons.

However, the Company will not disregard a vote cast in favour of this Resolution by:

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

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

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

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

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

Dated: 16 November 2026

By order of the Board

Johnathon Busing
Company Secretary
Northstone Resources Limited

NORTHSTONE RESOURCES LIMITED

ACN 151 185 867

EXPLANATORY MEMORANDUM

1. INTRODUCTION

The Explanatory Memorandum outlined in the Notice of Meeting is supplemented by including the sections set out below in this Addendum.

The purpose of this Explanatory Memorandum is to provide Shareholders with all the information known to the Company which is material to a decision on how to vote on the Resolutions accompanying this Addendum.

Capitalised terms and abbreviations used in this Explanatory Memorandum have the same meaning set out in the Notice of Meeting unless otherwise defined.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

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

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 28 November 2026 at 2:30pm (WST).

2.1 Voting in person

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

2.2 Voting by proxy

To vote by proxy, please complete and sign the enclosed replacement Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form, being no later than 2:30pm (WST) on Saturday, 28 November 2026.

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

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

Shareholders and their proxies should be aware that under the Corporations Act:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6311 2039.

3. BACKGROUND

3.1 The Placement

On 5 November 2026, the Company announced that it had received firm commitments to raise approximately $2.37 million (before costs) through the issue of 263,444,449 Shares at an issue price of $0.009 per Share to existing Shareholders, new institutional, sophisticated and professional investors, and Directors and management of the Company (**Placement**).

The issue price of Shares represents a 10.0% discount to the last traded price of $0.010 per Share on 30 October 2026 and a 22.7% discount to the 5-day VWAP of $0.0117 to 30 October 2026. Participants in the Placement will receive one (1) free attaching Option for every two (2) Shares subscribed for, subject to Shareholder approval. Each such Option will be an Option in the Company's existing class of quoted Options (ASX: NRLO), exercisable at $0.02 and expiring on 20 January 2030 (**Placement Options**).

A total of 248,444,449 Shares (**Placement Shares**) will be issued to existing Shareholders and new institutional, sophisticated and professional investors, including members of the Company's management who are not Directors (**Placement Participants**) using the Company's placement capacity under Listing Rule 7.1. The Placement Shares rank equally with the existing Shares on issue.

Funds raised from the Placement will be applied towards the maiden JORC Mineral Resource Estimate and scoping study activities at the Tlamino Gold-Silver Project, step-out and greenfield drilling at the Tlamino Gold-Silver Project, field exploration at the Timok East Copper Project, the costs of the Placement and general working capital.

Resolution 5 seeks Shareholder ratification of the issue of the Placement Shares to the Placement Participants under and for the purposes of Listing Rule 7.4. Resolution 6 seeks Shareholder approval for the issue of 124,222,224 Placement Options to the Placement Participants under and for the purposes of Listing Rule 7.1.

The Placement includes commitments from Directors Glenn Whiddon, Ian Shackleton and James Pearse to subscribe for a total of 15,000,000 Shares (raising a total of $135,000) and 7,499,999 Placement Options, on the same terms as the Placement Participants and subject to Shareholder approval (**Director Placement Securities**), as follows:

(a) 11,111,111 Shares and 5,555,555 Placement Options to Mr Glenn Whiddon (or his nominees) under Resolution 7;

(b) 2,777,778 Shares and 1,388,889 Placement Options to Mr Ian Shackleton (or his nominees) under Resolution 8; and

(c) 1,111,111 Shares and 555,555 Placement Options to Mr James Pearse (or his nominees) under Resolution 9.

GBA Capital (**GBA Capital**) acted as lead manager to the Placement. GBA Capital will receive a management and placement fee of 6% of funds raised under the Placement. In addition, the Company has agreed, subject to Shareholder approval, to issue a total of 26,344,444 Options in the Company's existing class of quoted Options (ASX: NRLO), each exercisable at $0.02 and expiring on 20 January 2030 (**Broker Options**), to GBA Capital (or its nominees) for services rendered in connection with the Placement.

Resolution 10 seeks Shareholder approval for the issue of the Broker Options under and for the purposes of Listing Rule 7.1.

4. RESOLUTION 5 – RATIFICATION OF PLACEMENT

4.1 General

The background to the Placement is set out in Section 3.1.

4.2 Listing Rules 7.1 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. The proposed issue does not fall within any of these exceptions and therefore requires approval of shareholders under Listing Rule 7.1.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, Resolution 5 seeks Shareholder ratification of the issue of the Placement Shares (which are being issued pursuant to the Company's 15% capacity under Listing Rule 7.1) under and for the purposes of Listing Rule 7.4.

4.3 Information required by Listing Rule 14.1A

If Resolution 5 is passed, the issue of the Placement Shares to the Placement Participants 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 date of issue of the Placement Shares.

If Resolution 5 is not passed, the issue of the Placement Shares to the Placement Participants will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

Resolution 5 is an ordinary resolution.

4.4 Information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

(a) 201,222,227 Shares were issued on 12 November 2026 and 47,222,222 Shares are expected to be issued on 1 December 2026.

(b) The Placement Shares have or will be issued to the Placement Participants, being existing Shareholders and new institutional, sophisticated and professional investors who are clients of GBA Capital or other brokers who participated in the Placement. The Placement Participants were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the Placement. Other than Mr Piirto, the Company's Chief Executive Officer, who subscribed for 2,777,778 Shares and 1,388,889 Placement Options under the Placement, none of the Placement Participants is a related party or substantial holder of the Company, a member of the Company's key management personnel, an adviser to the Company, or

any associates of those persons who received more than 1% of the Company's issued capital.

(c) The 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.

(d) The Placement Shares were or will be issued at $0.009 each.

(e) The issue of the Placement Shares will raise $2,236,000 (before costs). The funds raised have been or will be used for the purposes set out in Section 3.1.

(f) The Placement Shares were issued pursuant to commitments from each Placement Participant, the material terms of which are set out in Section 3.1.

(g) The Placement Shares were or will be issued under the terms of the Placement summarised in Section 3.1, including the entitlement of the Placement Participants to receive Placement Options, subject to Shareholder approval. There are no other material terms.

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

4.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

5. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

5.1 General

The background to the Placement is set out in Section 3.1.

Resolution 6 seeks Shareholder approval to issue 124,222,224 Placement Options to the Placement Participants, as free attaching Options on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for under the Placement, pursuant to Listing Rule 7.1.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2. The Company agreed to issue the Placement Options conditional on Shareholder approval in reliance on Exception 17 to Listing Rule 7.2 and must not issue the Placement Options without that approval. The Company therefore seeks Shareholder approval for the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

5.3 Information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of 124,222,224 Placement Options to the Placement Participants. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, then the Company will not be able to proceed with the issue of the Placement Options to the Placement Participants.

Resolution 6 is an ordinary resolution.

5.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(a) The maximum number of securities the Company may issue under Resolution 6 is 124,222,224 Placement Options.

(b) The Placement Options will be issued to the Placement Participants, being the persons identified in Section 4.4(b).

(c) The Placement Options are each exercisable at $0.02 on or before 20 January 2030 and will form part of the Company's existing class of quoted Options (ASX: NRLO). Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be 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.

(d) The Placement Options may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and it is intended that the issue of all Placement Options will occur on the same date.

(e) The Placement Options will be issued as free attaching Options on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for in the Placement. Accordingly, no funds will be raised from the issue of the Placement Options.

(f) The Placement Options are being issued pursuant to commitments from each Placement Participant, the material terms of which are set out in Section 3.1.

(g) The Placement Options are not being issued under, or to fund, a reverse takeover.

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

5.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

6. RESOLUTIONS 7 TO 9 – APPROVAL FOR DIRECTORS TO PARTICIPATE IN THE PLACEMENT

6.1 General

The background to the Placement, including the proposed Director participation, is outlined in Section 3.1.

Resolutions 7 to 9 seek Shareholder approval for the issue of the Director Placement Securities, being an aggregate of 15,000,000 Shares and 7,499,999 Placement Options, in the proportions set out in Section 3.1.

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue of the Director Placement Securities to Messrs Whiddon, Shackleton and Pearse (or their nominees) constitutes giving a financial benefit and each of them is a related party of the Company by virtue of being a Director.

The Company considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolutions 7 to 9 because the Director Placement Securities will be issued on the same terms as the securities issued to non-related party participants in the Placement and, as such, the giving of the financial benefit is on arm's length terms (being an exception under section 210 of the Corporations Act).

6.3 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders. The proposed issue of the Director Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 7 to 9 seek the required Shareholder approval for the issue of the Director Placement Securities under and for the purposes of Listing Rule 10.11.

6.4 Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of 11,111,111 Shares and 5,555,555 Placement Options to Mr Glenn Whiddon (or his nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If Resolution 7 is not passed, the Company will not be able to proceed with the issue of such securities to Mr Glenn Whiddon (or his nominees) and the funds that would have been raised from Mr Whiddon's participation in the Placement will not be raised.

If Resolution 8 is passed, the Company will be able to proceed with the issue of 2,777,778 Shares and 1,388,889 Placement Options to Mr Ian Shackleton (or his nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If Resolution 8 is not passed, the Company will not be able to proceed with the issue of such securities to Mr Shackleton (or his nominees) and the funds that would have been raised from Mr Shackleton's participation in the Placement will not be raised.

If Resolution 9 is passed, the Company will be able to proceed with the issue of 1,111,111 Shares and 555,555 Placement Options to Mr James Pearse (or his nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If Resolution 9 is not passed, the Company will not be able to proceed with the issue of such securities to Mr Pearse (or his nominees) and the funds that would have been raised from Mr Pearse's participation in the Placement will not be raised.

As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Director Placement Securities will not use up any of the Company's 15% annual placement capacity.

Resolutions 7 to 9 seek approval for individual issues and are not dependent on one another.

6.5 Information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

(a) The Director Placement Securities will be issued to Messrs Glenn Whiddon, Ian Shackleton and James Pearse (or their nominees), who fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors.

(b) The maximum number of securities to be issued under Resolutions 7 to 9 is a total of 15,000,000 Shares and 7,499,999 Placement Options as follows:

(i) 11,111,111 Shares and 5,555,555 Placement Options to Mr Glenn Whiddon (or his nominees) under Resolution 7;

(ii) 2,777,778 Shares and 1,388,889 Placement Options to Mr Ian Shackleton (or his nominees) under Resolution 8; and

(iii) 1,111,111 Shares and 555,555 Placement Options to Mr James Pearse (or his nominees) under Resolution 9.

(c) The 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.

(d) The Placement Options are each exercisable at $0.02 on or before 20 January 2030 and will form part of the Company's existing class of quoted Options (ASX: NRLO). Full terms and conditions of the Placement Options are set out in Schedule 1. Shares issued on exercise of the Placement Options will be 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.

(e) The Director Placement Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all Director Placement Securities will occur on the same date.

(f) The Shares will be issued at $0.009 each, being the same issue price as the Placement Shares issued to the Placement Participants.

(g) The Placement Options will be issued as free attaching Options on the basis of one (1) Placement Option for every two (2) Shares subscribed for (rounded down to the nearest whole Placement Option).

(h) The issue of the Director Placement Securities will raise a total of $135,000 (before costs). The funds raised will be aggregated with the funds raised under the Placement and used for the purposes outlined in Section 3.1.

(i) The purpose of the issue is to allow Messrs Whiddon, Shackleton and Pearse to participate in the Placement. The Director Placement Securities are not intended to remunerate or incentivise the Directors.

(j) The Director Placement Securities will be issued pursuant to the commitments given by each of Messrs Whiddon, Shackleton and Pearse to subscribe for Placement Shares on the same terms as the Placement Participants, conditional on Shareholder approval. There are no other material terms.

(k) The relevant interests of the Directors in securities of the Company as at the date of this Addendum and on completion of the issue of the Director Placement Securities are set out below:

<u>As at the date of this Addendum</u>

Director	Shares	Options[1]	Performance Rights[2]
Mr Glenn Whiddon[3]	55,228,090	16,500,000	21,500,000
Mr Ian Shackleton	6,500,000	10,225,000	35,500,000
Mr James Pearse	3,854,511	9,625,000	24,500,000

Notes:

1. Quoted Options exercisable at $0.02 each on or before 20 January 2030 (ASX: NRLO) and unquoted incentive Options exercisable at $0.04, $0.06 and $0.08 each and expiring 4 years from their date of issue.
2. Performance Rights with various vesting conditions, performance hurdles and expiry dates.
3. Includes 5,000,000 Shares and 1,250,000 quoted Options (ASX: NRLO) held by 6466 Investments Pty Ltd, an entity controlled by Ms Jane Whiddon, which are included for good corporate governance purposes only (as Mr Whiddon does not have a relevant interest in them).

Post issue of Director Placement Securities

Director	Shares[1]	Options[1]	Performance Rights
Mr Glenn Whiddon	66,339,201	22,055,555	21,500,000
Mr Ian Shackleton	9,277,778	11,613,889	35,500,000
Mr James Pearse	4,965,622	10,180,555	24,500,000

Notes:

1. Comprising the holdings set out in the table above plus the Director Placement Securities set out in Section 3.1.

(l) Voting exclusion statements are included in the Notice.

6.6 Directors' Recommendation

The Directors (other than each of Messrs Whiddon, Shackleton and Pearse in respect of the Resolution for the issue of securities to them, in which they have a material personal interest) recommend that Shareholders vote in favour of Resolutions 7 to 9.

7. RESOLUTION 10 – APPROVAL TO ISSUE BROKER OPTIONS

7.1 General

Background to the Placement and GBA Capital's role as Lead Manager is set out in Section 3.1.

Resolution 10 seeks Shareholder approval to issue the Broker Options to GBA Capital (or its nominees), as part of the fees payable for lead manager services provided in relation to the Placement, pursuant to Listing Rule 7.1.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2. The Company agreed to issue the Broker Options conditional on Shareholder approval in reliance on Exception 17 to Listing Rule 7.2 and must not issue the Broker Options without that approval. The Company therefore seeks Shareholder approval for the issue of the Broker Options under and for the purposes of Listing Rule 7.1.

7.3 Information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Broker Options to GBA Capital (or its nominees). In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, then the Company will not be able to proceed with the issue of the Broker Options to GBA Capital and may need to agree alternate forms of remuneration with GBA Capital.

Resolution 10 is an ordinary resolution.

7.4 Information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

(a) The maximum number of securities the Company may issue under Resolution 10 is 26,344,444 Broker Options.

(b) The Broker Options will be issued to GBA Capital (or its nominees), who acted as lead manager to the Placement.

(c) The Broker Options are each exercisable at $0.02 on or before 20 January 2030 and will form part of the Company's existing class of quoted Options (ASX: NRLO). Full terms and conditions of the Broker Options are set out in Schedule 1. Shares issued on exercise of the Broker Options will be 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.

(d) The Broker Options may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules), and it is intended that the issue of all Broker Options will occur on the same date.

(e) The Broker Options will be issued for nil cash consideration as part of the fees payable for lead manager services provided in relation to the Placement. Accordingly, no funds will be raised from the issue of the Broker Options.

(f) The Broker Options are being issued under the lead manager mandate between the Company and GBA Capital, the material terms of which are summarised in Section 3.1.

(g) The Broker Options are not being issued under, or to fund, a reverse takeover.

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

7.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 10.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Placement Options and Broker Options (**Options**) have the same terms and conditions as the Company's existing class of quoted Options (ASX: NRLO), which are set out below:

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be $0.02 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on 20 January 2030 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Exercise Notice

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;

(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

12. Quotation

The Company will apply for official quotation on ASX of the Options as part of the Company's existing class of quoted Options (ASX: NRLO).

13. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Northstone Resources

Proxy Voting Form

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

Northstone Resources Limited | ABN 81 151 185 867

Your proxy voting instruction must be received by **2:30pm (AWST) 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 Northstone Resources Limited, to be held at **2:30pm (AWST) on Monday, 30 November 2026 at Level 2, 7 Havelock 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.

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.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	ELECTION OF DIRECTOR – MR ROBERT EDWARDS	☐	☐	☐
3	RE-ELECTION OF DIRECTOR – MR IAN SHACKLETON	☐	☐	☐
4	APPROVAL OF 10% PLACEMENT CAPACITY	☐	☐	☐
5	RATIFICATION OF PLACEMENT	☐	☐	☐
6	APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS	☐	☐	☐
7	APPROVAL FOR GLENN WHIDDON TO PARTICIPATE IN THE PLACEMENT	☐	☐	☐
8	APPROVAL FOR IAN SHACKLETON TO PARTICIPATE IN THE PLACEMENT	☐	☐	☐
9	APPROVAL FOR JAMES PEARSE TO PARTICIPATE IN THE PLACEMENT	☐	☐	☐
10	APPROVAL TO ISSUE BROKER OPTIONS	☐	☐	☐

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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