16 November 2026

ASX ANNOUNCEMENT

ADDENDUM TO NOTICE OF AGM

Zenith Minerals Limited (ASX: ZNC) (**Zenith**) refers to its letter to Shareholders and notice of annual general meeting and explanatory statement released to the ASX on 28 October 2026 ("Notice") in respect of its Annual General Meeting ("Meeting") to be held at Hamilton Locke, Level 39, 152–158 St Georges Terrace, Perth WA 6000 on Monday, 30 November 2026 at 1.00pm (AEDT).

The Company wishes to advise Shareholders of an addendum ("Addendum") to the Notice, and Notice, are available to be viewed and downloaded from the Company's website at:

- https://www.zenithminerals.com.au/investor-centre/asx-announcements/; and
- via the Company's ASX page at https://www2.asx.com.au/markets/company/znc

The Company confirms that, other than as set out in the Addendum, all details in relation to the Meeting remain unchanged, and there is no change to the time or place of the Meeting.

Shareholders who have nominated an email address and have elected to receive electronic communications from the Company, will receive an email to their nominated email address with a link to an electronic copy of the Addendum. In accordance with sections 110C-110K the Corporations Act, as amended by the Corporations Amendment (Meetings and Documents) Act 2022 (Cth), no hard copy of the Addendum will be circulated, unless a Shareholder has requested a hard copy.

If you have already submitted a proxy vote and you wish to vote on the additional Resolutions 8 to 10 (inclusive), please submit a replacement proxy vote, using any of the methods set out in the Notice, by 1.00 pm (AEDT) on Saturday, 28 November 2026.

If you submit a replacement proxy vote, it will replace and supersede any earlier proxy vote that has already been provided to the Company. If you have already submitted a proxy vote and you do not submit a replacement proxy vote, your earlier proxy vote will remain valid (but it will not include any direction to your proxy as to how to vote on additional Resolutions 8 to and 10.

The Addendum 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 adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Addendum and the Notice, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

This announcement has been authorised for release by the Board of Directors of Zenith Minerals Limited.

For further information please contact:

Nicolas Ong
Joint Company Secretary
Zenith Minerals Limited
T: +61 8 9226 1110

Zenith Minerals Limited
ABN: 96 119 397 938

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

Date of Meeting:	Monday, 30 November 2026
Time of Meeting:	1.00pm (WST)
Place of Meeting:	Hamilton Locke, Level 39, 152–158 St Georges Terrace, Perth WA 6000

Zenith Minerals Limited hereby provides this addendum (**Addendum**) to the Notice of Annual General Meeting dated 28 October 2026 (**Notice**).

The Annual General Meeting of Shareholders of Zenith Minerals Limited will be held at Hamilton Locke, Level 39, 152–158 St Georges Terrace, Perth WA 6000, at 1.00pm (WST) on Monday, 30 November 2026.

Defined terms in the Notice have the same meaning in this Addendum unless otherwise stated.

This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Joint Company Secretaries on +61 8 9226 1110 or +61 8 6383 7840.

Shareholders are urged to vote by lodging the Replacement Proxy Form.

BOARD CHANGES

On 6 November 2026, the conditions in Order 18 of the orders made by the Takeovers Panel were satisfied and, under clause 5.3 of the Takeover Implementation Deed, Forrestania became entitled to reconstitute the Board.

Effective on and from 13 November 2026:

(a) Mr Stan Macdonald, Mr Euan Jenkins and Mr Andrew Smith resigned as Directors;

(b) Mr David Geraghty, Mr Brett Hodgins and Mr Daniel Raihani were appointed as Directors, as nominees of Forrestania; and

(c) Mr Mark Di Silvio was appointed as joint Company Secretary, alongside Mr Nicholas Ong.

ADDITIONAL RESOLUTIONS

By this Addendum:

(a) an additional Resolution 8, Resolution 9 and Resolution 10 as detailed below are added to the Notice and will be considered at the Meeting; and

(b) a new section 5 in respect of the additional resolutions is added to the Explanatory Statement in relation to the Notice.

REPLACEMENT PROXY FORM

A replacement Proxy Form (**Replacement Proxy Form**) has been made available with this Addendum, which replaces the Proxy Form that was attached to the Notice (**Original Proxy Form**).

Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- If Shareholders wish to have their votes counted by proxy in respect of Resolution 8, Resolution 9 and Resolution 10, Shareholders must use the Replacement Proxy Form to vote on ALL Resolutions. In the event that a Shareholder provides a Replacement Proxy Form, any Original Proxy Form which has been completed by that Shareholder will be disregarded.
- If you have already voted and do not wish to vote on Resolution 8, Resolution 9 and Resolution 10 or otherwise change your proxy vote, you do not need to take any action, as the proxy you previously submitted remains valid.

The Company may accept Original Proxy Forms received from Shareholders in the event that a Replacement Proxy Form is not provided by the relevant Shareholder.

Your proxy voting instruction must be received by 1.00pm (WST) on Saturday, 28 November 2026, being 48 hours before the commencement of the Meeting.

UPDATED BOARD RECOMMENDATIONS

The Notice stated that the Board's recommendations in the Notice reflected the position of the Board as at the date of the Notice, and that the Company would inform ASX if they changed before the Meeting. Following the Board changes described above, the new Directors of the Company confirm that, out of respect for the recommendations previously provided to Shareholders on Resolutions 1 to 7 (inclusive) prior to their appointment, the new Directors do not intend to make any recommendations on those Resolutions as they all relate to matters arising before the new Directors were appointed. Accordingly, Shareholders looking for a recommendation can consider the recommendations made by the previous Directors for guidance on how to vote.

In relation to the new Resolutions 8 to 10 (inclusive) set out in this Addendum, the new Directors of the Company confirm that they will refrain from making any recommendations given that they are all nominees of Forrestania and Forrestania holds more than 50% of the votes that can be cast on these Resolutions at the Meeting.

CHAIR'S VOTING INTENTIONS

The Notice stated that the Chair's voting intentions in the Notice reflected the position of the Chair as at the date of the Notice, and that the Company would inform ASX if that position changed before the Meeting.

Following the Board changes described above, the Chair of the Meeting will now be Mr David Geraghty. Mr Geraghty notes that he has considered the voting intentions outlined in the Notice and does not intend to make any changes to the voting intentions or treatment of undirected proxies granted to the Chair for the Meeting. Accordingly, the Chair's voting intentions in respect of the Resolutions in the Notice remain as follows:

(a) **Resolution 1 (Adoption of Remuneration Report):** the Chair intends to vote all available undirected proxies in favour of this Resolution;

(b) **Resolutions 2 to 5 (inclusive) (Election of Non-Board Endorsed Candidates):** the Chair intends to vote all available undirected proxies **AGAINST** each of these Resolutions;

(c) **Resolution 6 (Approval of Additional 10% Placement Facility):** the Chair intends to vote all available undirected proxies in favour of this Resolution; and

(d) **Resolution 7 (Ratification of Milestone Shares):** the Chair intends to vote all available undirected proxies in favour of this Resolution.

In addition, the Chair intends to vote all available undirected proxies in favour of Resolutions 8, 9 and 10.

Sections 1.3, 2.3, 2.4, 3.3 and 4.4 of the Explanatory Statement, and the section headed "Chair's voting intentions" in the Notice, are to be read subject to this section.

AGENDA

The Agenda of the Notice is amended by including the following new Resolution 8, Resolution 9 and Resolution 10.

RESOLUTIONS

8. RESOLUTION 8 – ELECTION OF DIRECTOR – DAVID GERAGHTY

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

"That, for the purposes of article 12.7 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr David Geraghty, a Director who was appointed as an additional Director on 13 November 2026, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Statement."

9. RESOLUTION 9 – ELECTION OF DIRECTOR – BRETT HODGINS

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

"That, for the purposes of article 12.7 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Brett Hodgins, a Director who was appointed as an additional Director on 13 November 2026, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Statement."

10. RESOLUTION 10 – ELECTION OF DIRECTOR – DANIEL RAIHANI

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

"That, for the purposes of article 12.7 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Daniel Raihani, a Director who was appointed as an additional Director on 13 November 2026, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Statement."

BY ORDER OF THE BOARD

Nicholas Ong

Joint Company Secretary

16 November 2026

EXPLANATORY STATEMENT

The following new section 5 is added to the Explanatory Statement in relation to the Notice in respect of Resolution 8, Resolution 9 and Resolution 10, as follows:

5. RESOLUTIONS 8 TO 10 (INCLUSIVE) – ELECTION OF DIRECTORS – MR DAVID GERAGHTY, MR BRETT HODGINS AND MR DANIEL RAIHANI

5.1 Background

Article 12.7(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Article 12.7(b) of the Constitution provides that a Director appointed under article 12.7(a) holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Listing Rule 14.4 also provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company.

Mr David Geraghty, Mr Brett Hodgins and Mr Daniel Raihani were each appointed as Directors on 13 November 2026 following the closing of the Takeover Offer. Accordingly, each of Mr David Geraghty, Mr Brett Hodgins and Mr Daniel Raihani retire at this Meeting and, being eligible, and offering themselves for election, seek election pursuant to Resolution 8 (in respect of Mr David Geraghty), Resolution 9 (in respect of Mr Brett Hodgins) and Resolution 10 (in respect of Mr Daniel Raihani).

If Resolution 8 is passed, Mr David Geraghty will be elected as a Director with effect from the conclusion of the Meeting. If Resolution 8 is not passed, Mr David Geraghty will not be elected as a Director of the Company.

If Resolution 9 is passed, Mr Brett Hodgins will be elected as a Director with effect from the conclusion of the Meeting. If Resolution 9 is not passed, Mr Brett Hodgins will not be elected as a Director of the Company.

If Resolution 10 is passed, Mr Daniel Raihani will be elected as a Director with effect from the conclusion of the Meeting. If Resolution 10 is not passed, Mr Daniel Raihani will not be elected as a Director of the Company.

5.2 Mr David Geraghty

Mr Geraghty is a qualified metallurgical engineer with a proven track record in driving strategic growth and operational discipline. Mr Geraghty brings valuable project development and operational knowledge to the team, with 30 years of experience, including 21 years at Mineral Resources Ltd (ASX: MIN).

Mr Geraghty is currently a non-executive chairman of Forrestania and BSA Limited (ASX: BSA). Mr Geraghty was previously a non-executive director of Kula Gold Limited prior to it being delisted. Mr Geraghty does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Geraghty is a nominee director of Forrestania, a substantial shareholder of the Company, therefore, if elected, the Board does not consider Mr Geraghty to be an independent Director.

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

5.3 Mr Brett Hodgins

Mr Hodgins brings over 25 years of exploration, operations and feasibility experience across gold, iron ore, copper and coal, backed by a strong technical and project delivery background.

Mr Hodgins is currently the executive director of Forrestania, non-executive director of Beacon Minerals Limited (ASX: BCN) and Redstone Resources Limited (ASX: RDS). Mr Hodgins was previously a non-executive director of Kula Gold Limited prior to it being delisted. Mr Hodgins does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Hodgins is a nominee director of Forrestania, a substantial shareholder of the Company, therefore, if elected, the Board does not consider Mr Hodgins to be an independent Director.

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

5.4 Mr Daniel Raihani

Mr Raihani is an accountant and tax professional with a wide range of experience at the executive level in the public, private and not-for-profit sectors. Mr Raihani has controlling equity positions in a number of public and private companies and holds directorships in private companies across various sectors.

Mr Raihani is currently a non-executive chairman of BSA Ltd (ASX: BSA), non-executive chairman of Voltaic Strategic Resources Limited (ASX: BSR), executive chairman of First AU Ltd (ASX: FAU) and non-executive chairman of Middle Island Resources Limited (ASX: MDI). Mr Raihani was previously managing director of Aurumin Limited prior to it being delisted. Mr Raihani does not currently hold any other material directorships, other than as disclosed in this Notice.

Mr Raihani is a nominee director of Forrestania, a substantial shareholder of the Company, therefore, if elected, the Board does not consider Mr Raihani to be an independent Director.

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

5.5 Other information

Each of Resolutions 8 to 10 (inclusive) is an ordinary resolution.

The Chair intends to vote all available undirected proxies in favour of each of Resolutions 8 to 10 (inclusive).

ADDITIONAL GLOSSARY

The following definitions are inserted into the Glossary of the Notice:

Addendum	means this addendum to the Notice.
Original Proxy Form	means the Proxy Form made available with the Notice.
Replacement Proxy Form	means the replacement Proxy Form made available with this Addendum.

Proxy Voting Form

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

Zenith Minerals Limited | ABN 96 119 397 938

Your proxy voting instruction must be received by **1:00pm (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)

SAMPLE

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Zenith Minerals Limited, to be held at **1:00pm (AWST) on Monday, 30 November 2026 at Hamilton Locke, Level 39, 152–158 St Georges Terrace, Perth WA 6000** 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.

Other than with respect to Resolutions 2, 3, 4 & 5, the Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. The Chair intends to vote undirected proxies AGAINST Resolutions 2, 3, 4 & 5.
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 (NON-BINDING RESOLUTION)	☐	☐	☐
2	ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR KEVIN SEYMOUR	☐	☐	☐
3	ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR HARJINDER KEHAL	☐	☐	☐
4	ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR BENJAMIN KLEMASZ	☐	☐	☐
5	ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR GREG DURACK	☐	☐	☐
6	APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY	☐	☐	☐
7	RATIFICATION OF MILESTONE SHARES ISSUED UNDER DULCIE TERM SHEET	☐	☐	☐
8	ELECTION OF DIRECTOR – DAVID GERAGHTY	☐	☐	☐
9	ELECTION OF DIRECTOR – BRETT HODGINS	☐	☐	☐
10	ELECTION OF DIRECTOR – DANIEL RAIHANI	☐	☐	☐

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.

SAMPLE

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).

AUTOMIC

ZNC