

1 May 2026

Letter to Shareholders regarding General Meeting

Dear Shareholder

Rokeby Resources Limited (ASX: RKB) (Rokeby or the Company) advises that it will be holding a General Meeting of shareholders on Tuesday, 2 June 2026 (Meeting) commencing at 11:00am (WST) at Level 2, 40 Kings Park Road, West Perth WA 6005.

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has made an election to receive documents from the Company in physical form. Instead, the Notice of Meeting can be viewed and downloaded from the website link: www.rokebyresources.com.au/asx-announcements or from the ASX market announcement page under the Company's ASX code "RKB".

The Notice of Meeting and accompanying explanatory statement 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 Notice of Meeting please contact the Company's share registry, Automic Group (Automic), on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia).

Participation and voting at the Meeting

The Meeting is being held as a physical meeting. Accordingly, Shareholders will not be permitted to participate in the Meeting virtually.

Submitting your vote in advance of the Meeting

Details of how Shareholders will be able to vote via proxy prior to the Meeting or by poll during the Meeting (though the Company strongly encourages shareholders to vote via proxy) are set out in detail in the Notice of Meeting.

A copy of your personalised proxy form is enclosed for convenience.

Your proxy voting instruction must be received by 11:00am (WST) on Sunday, 31 May 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

If any of the above circumstances change, the Company will advise Shareholders as soon as practicable by way of announcement on ASX and the details will also be made available on our website at:

www.rokebyresources.com.au/asx-announcements

Authorised for release by the Board of Rokeby Resources Limited.

For enquiries, contact:

Brett Dickson
Company Secretary

+61 8 6263 4736
info@rokebyresources.com.au

ROKEBY RESOURCES LIMITED
ACN 128 512 907
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00AM (WST)

DATE: Tuesday, 2 June 2026

PLACE: Level 2, 40 Kings Park Road, West Perth, WA 6005

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00PM (AWST) on 31 May 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES UNDER PROPOSED ACQUISITION

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 568,485,500 Shares to Tiger Tasman Minerals Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – APPROVAL TO ISSUE ADVISOR SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 200,000,000 Advisor Shares to Jeremy Baldock (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER CAPITAL RAISING

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,500,000,000 Shares to professional and sophisticated investors under the Capital Raising on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY - RICHARD BEAZLEY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 30,000,000 Options to Richard Beazley (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY - TIM PALLAS

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 30,000,000 Options to Tim Pallas (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Dated: 28 April 2026

Voting Prohibition Statements

Resolution 4 – Approval to issue Options to Related Party – Richard Beazley	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
Resolution 5 – Approval to issue Options to Related Party – Tim Pallas	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p style="padding-left: 20px;">(i) a member of the Key Management Personnel; or</p> <p style="padding-left: 20px;">(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>However, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

Voting Exclusion Statements

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

Resolution 1 – Approval to issue Consideration Shares under Proposed Acquisition	<p>Tiger Tasman Minerals Limited or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 2 – Approval to issue Advisor Shares	<p>Jeremy Baldock (or his nominee(s)) and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 3 – Approval to issue Shares under Capital Raising	<p>Any person or entity who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).</p>
Resolution 4 – Approval to issue Incentive Options to Related Party – Richard Beazley	<p>Richard Beazley (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>
Resolution 5 – Approval to issue Incentive Options to Related Party – Tim Pallas	<p>Tim Pallas (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.</p>

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6263 4738.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS 1 TO 3

1.1 Option Agreement

On 14 November 2025 (as subsequently varied), Tiger Tasman Minerals Limited (ACN 162 561 908) (**TT**) entered into a binding option agreement (**Option Agreement**) with ABA Resources Pty Ltd (ACN 620 669 847) as trustee for the ABA Investment Unit Trust (**ABA Resources**), Cassilis Mining Pty. Ltd. (ACN 155 911 550) (**Cassilis**) and Mt Wills Gold Mines Pty Ltd (ACN 009 223 992) (**Mt Wills**) (ABA Resources, Cassilis and Mt Wills, together being the **Vendors**), pursuant to which the Vendors granted TT an exclusive option to acquire 100% of the unencumbered legal and beneficial interest in the tenements comprising the Omeo Gold Project (**Tenements**) and its associated assets (together, **Sale Assets**).

The Option Agreement provided TT with the right to nominate an ASX-listed company to complete the purchase of the Sale Assets as purchaser in lieu of TT. TT validly exercised the option to acquire the Sale Assets on 20 January 2026.

1.2 Proposed Acquisition

As announced on 24 April 2026, the Company has entered into a binding amended and restated asset sale and purchase agreement with TT and the Vendors pursuant to which the parties agreed to terminate the Option Agreement and amend and restate its terms (**Binding Agreement**). Under the Binding Agreement, the Vendors have agreed to sell and the Company has agreed to purchase the Sale Assets, subject to the satisfaction of the Conditions Precedent (defined below) (the **Proposed Acquisition**).

Completion of the Proposed Acquisition under the Binding Agreement (**Completion**) is subject to and conditional upon the satisfaction (or waiver) of the following conditions precedent (**Conditions Precedent**):

- (a) the Company remaining admitted to the official list of ASX on Completion;
- (b) TT obtaining tax advice in relation to the tax treatment of an in-specie distribution of the TT Consideration Shares to TT shareholders;
- (c) TT shareholders approving (to the extent required) any in-specie distribution of the TT Consideration Shares;
- (d) the Company obtaining all necessary Shareholder and regulatory approvals (including Shareholder approval to issue the TT Consideration Shares (the subject of Resolution 1), the Advisor Shares (the subject of Resolution 2) and the Shares under the Capital Raising (the subject of Resolution 3));
- (e) the Company completing a capital raising via the issue of Shares to sophisticated and professional investors to raise a minimum \$4,000,000 (**Minimum Subscription**) (**Capital Raising**); and
- (f) all Vendor warranties being true and correct and not misleading or deceptive at all times during the transaction period and the Vendors' representative providing written confirmation of the same for the benefit of the Company.

1.3 Consideration payable to the Vendors under the Proposed Acquisition

The aggregate consideration payable to the Vendors for grant of the option and the sale and purchase of the Sale Assets is the sum of \$15,000,000 plus a royalty, to be satisfied by:

- (a) **Exclusivity Fee** (non-refundable): \$150,000, paid by TT to the Vendors;
- (b) **First Upfront Cash Payment** (non-refundable): \$800,000, paid by TT to the Vendors;
- (c) **Second Upfront Cash Payment**: \$2,550,000, payable by Rokeby upon Completion, (being \$2,700,000 less the Exclusivity Fee and Land Sale Price);

- (d) **First Deferred Cash Payment:** \$3,000,000 payable by Rokeby upon the first to occur of:
- (i) the first gold pour of gold produced from any material extracted, recovered or processed from the Tenements, whether by the Company or any third party (including, without limitation, any tailings, mullock, stockpiles or previously extracted material);
 - (ii) commencement of commercial production of gold products from any material extracted, recovered or processed from the Tenements, whether by the Company or any third party (including, without limitation, any tailings, mullock, stockpiles or previously extracted material); and
 - (iii) the third anniversary of Completion;
- (e) **Second Deferred Cash Payment:** \$3,000,000 payable by Rokeby on the first anniversary of the First Deferred Cash Payment;
- (f) **Additional deferred cash or share-based payments** (each, an **Additional Deferred Consideration Tranche**): the following additional deferred cash or share-based payments, payable by the Company, with each tranche being satisfied in cash or Shares at the Vendors' election:
- (i) **Tranche 1:** 500,000,000 Shares or \$2,000,000 cash, on the date falling 6 months after Completion;
 - (ii) **Tranche 2:** 500,000,000 Shares or \$2,000,000 cash, on the date falling 12 months after Completion; and
 - (iii) **Tranche 3:** 375,000,000 Shares or \$1,500,000 cash, on the date falling 18 months after Completion,
- (together, the **Additional Deferred Consideration**); and
- (g) **Royalty:** the following royalty obligations, which together comprise an aggregate effective royalty consistent with a 1.5% net smelter return royalty on all gold products extracted from the tailings and underground resources from Tenements and sold:
- (i) **Bidstrup Royalty:** a royalty of \$2.00 per tonne of ore processed from tenement MIN4921 (including any tenement(s) granted over all or any part of the tenement area covered by MIN4921 in respect of which Rokeby has an interest); and
 - (ii) **NSR Royalty:** a net smelter return royalty calculated as 1.5% of net smelter returns less the amount paid under the Bidstrup Royalty.

If the Vendors elect to receive Shares for a given Tranche, the issue of Shares will be subject to Shareholder approval and in each case subject to the Reconstruction Adjustment.

If:

- (a) the Vendors elect to receive cash for a given Tranche; or
- (b) the Shareholders of the Company do not approve the issue of Shares to the Vendors and the Rokeby Share Cash Equivalent becomes due, the Company must pay the relevant Tranche amount in cash to the Vendors (or their nominee(s)) based on the Rokeby Share Cash Equivalent.

Shareholder approval for the issue of Shares under each Additional Deferred Consideration Tranche will be sought at separate general meetings of Shareholders as and when the Vendors give notice electing to receive Shares for a given Tranche. The number of Shares issuable under each Tranche is fixed and known, being 500,000,000 Shares for each of Tranches 1 and 2, and 375,000,000 Shares for Tranche 3. At the time approval is sought for each Tranche, Shareholders will be provided with full information including the current market price of the Company's Shares and the market value of the relevant Tranche at that time. The Company will not issue Shares under any Additional Deferred Consideration Tranche without first obtaining Shareholder approval.

The following table illustrates how the Rokeby Share Cash Equivalent may vary depending on the Company's share price (notwithstanding the floor amounts). This scenario applies only where the Vendors have elected to receive Shares for a given Tranche but the Shareholder approval is not obtained at the relevant meeting. In that scenario, the Rokeby Share Cash Equivalent is not capped. If the Vendors elect to receive cash for a given Tranche, the cash amount payable is fixed at \$2,000,000 (Tranches 1 and 2) or \$1,500,000 (Tranche 3) and is not variable. If the Vendors elect to receive Shares and Shareholder approval is obtained, the number of Shares issued is fixed as set out above and is not affected by the Company's share price.

			SHARE PRICE			
	Shares to be issued	Floor amounts	\$0.002	\$0.004	\$0.008	\$0.012
Tranche 1	500,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$4,000,000	\$6,000,000
Tranche 2	500,000,000	\$2,000,000	\$2,000,000	\$2,000,000	\$4,000,000	\$6,000,000
Tranche 3	375,000,000	\$1,500,000	\$1,500,000	\$1,500,000	\$3,000,000	\$4,500,000

1.4 Consideration payable to TT under the Proposed Acquisition

In consideration for TT nominating the Company as the purchaser of the Sale Assets and subject to and conditional upon the grant of Shareholder approval, the Company agrees to issue to:

- (a) TT or, at the election of TT, the shareholders of TT (**TT Shareholders**) an aggregate total of 568,485,500 Shares (**TT Consideration Shares**), subject to shareholder approval pursuant to Resolution 1; and
- (b) Jeremy Baldock (or his nominee(s)), an aggregate of 200,000,000 Shares (**Advisor Shares**) subject to shareholder approval pursuant to Resolution 2.

1.5 Use of Funds

Funds raised under the Capital Raising will primarily be applied towards meeting the Second Upfront Cash Payment described in section 1.3(a) above, exploration activities on the Sale Assets and the costs incurred by the Proposed Acquisition. If the Capital Raising is oversubscribed, the Company may opt to accept up to an additional \$2,000,000 in applications under the Capital Raising (i.e. raise a total of \$6,000,000 (**Maximum Subscription**)).

2. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES UNDER PROPOSED ACQUISITION

2.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 568,485,500 TT Consideration Shares to TT, or at TT's election, the TT Shareholders, as part consideration under the Proposed Acquisition.

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

2.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and therefore, will be unable to fulfill its obligations under the Proposed Acquisition. This will result in a breach of the Binding Agreement and prevent Completion occurring under the Proposed Acquisition.

2.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	TT, or at TT's election, the TT Shareholders. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	568,485,500 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, as part consideration under the Proposed Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Binding Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Binding Agreement, a summary of the material terms of which is set out in Sections 1.2 to 1.4.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTION 2 – APPROVAL TO ISSUE ADVISOR SHARES

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 200,000,000 Shares as consideration for advisory services undertaken by Jeremy Baldock as part of the Proposed Acquisition.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and therefore, unable to fulfill their obligation to provide consideration to Jeremy Baldock for his advisory services as part of the Proposed Acquisition.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Jeremy Baldock (or his nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	200,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in consideration for advisory services undertaken by Jeremy Baldock as part of the Proposed Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide equity to Jeremy Baldock in consideration for the services provided to the Company.
Summary of material terms of agreement to issue	The Advisor Shares are being under the Binding Agreement, a summary of the material terms of which is set out in Sections 1.2 to 1.4.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER CAPITAL RAISING

4.1 General

This Resolution seeks Shareholder approval for the issue of up to 1,500,000,000 Shares to professional and sophisticated investors at an issue price of \$0.004 per Share to raise up to \$6,000,000 (**Capital Raising**).

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and will be unable to satisfy the capital raising requirement of the conditions precedent under the Proposed Acquisition. As a result, Completion of the Proposed Acquisition will not proceed.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who will be identified through a bookbuild process, which will involve Alto Capital Pty Ltd (ACN 130 462 592) and Morgans Corporate Limited as joint lead managers to the Capital Raising, with Spark Plus Pte Ltd as co-manager to the Capital Raising, seeking expressions of interest to participate in the Capital Raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 1,500,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.004 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.5 for details of the proposed use of funds raised under the Capital Raising.
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 AND 5 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTIES – RICHARD BEAZLEY AND TIM PALLAS

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 60,000,000 Options to Directors, Richard Beazley and Tim Pallas (or their nominee(s)) on the terms and conditions set out below (**Director Options**).

5.2 Chapter 2E of the Corporations Act

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

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

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

The issue constitutes giving a financial benefit and Messrs Beazley and Pallas are related parties of the Company by virtue of being Directors.

The Directors (other than Messrs Beazley and Pallas who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the Options, reached as part of the remuneration package for Messrs Beazley and Pallas, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

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

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and Company may need to renegotiate the terms of the agreement relating to the issue of Director Options.

5.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Richard Beazley and Tim Pallas
Categorisation under Listing Rule 10.11	<p>The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Securities and class to be issued	<p>The recipients will receive Director Options in the following portions:</p> <p>(a) Richard Beazley: 30,000,000 Options; and</p> <p>(b) Tim Pallas: 30,000,000 Options.</p>
Terms of Securities	The Director Options will be issued on the terms and conditions set out in Schedule 1
Date(s) on or by which the Securities will be issued	The Company expects to issue the Director Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Director Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Director Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Messrs Beazley and Pallas to motivate and reward their performance as Directors and to provide cost effective remuneration to Messrs Beazley and Pallas, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Beazley and Pallas.
Remuneration package	<p>Richard Beazley</p> <p>The current total remuneration package for Richard Beazley is \$380,000, comprising a salary of \$350,000 and a superannuation payment of \$30,000. If the Securities are issued, the total remuneration package of Richard Beazley will increase by \$48,000 to \$428,000, being the value of the Securities (based on the Binomial Options Pricing model).</p> <p>Tim Pallas</p> <p>The current total remuneration package for Tim Pallas is \$145,600, comprising of directors' fees of \$130,000 and a superannuation payment of \$15,600. If the Securities are issued, the total remuneration package of Tim Pallas will increase by \$48,000 to \$193,600, being the value of the Securities (based on the Binomial Options Pricing model).</p>

Summary of material terms of agreement to issue	<p>Subject to Shareholder approval of Resolutions 1 to 3 of this Notice, and therefore Completion occurring under the Binding Agreement, the Company will enter into formal letters of appointments with Mr Beazley and Mr Pallas (Letters of Appointment). Pursuant to the Letters of Appointment, it is proposed that the Company will agree to pay:</p> <p>(a) Richard Beazley: \$350,000 per annum (excl. statutory superannuation) in addition to the Director Options, being the subject of Resolution 4; and</p> <p>(b) Tim Pallas: \$130,000 per annum (excl. statutory superannuation) in addition to the Director Options, being the subject of Resolution 5.</p>
Voting exclusion statement	<p>A voting exclusion statement applies to Resolutions 4 and 5.</p>
Voting prohibition statement	<p>A voting prohibition statement applies to Resolutions 4 and 5.</p>

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Rokeby Resources Limited (ACN 128 512 907).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Funding Period means the period commencing on the date the Company receives a Vendor election notice electing cash and ending on the date that is 30 Business Days after that date (or such other period agreed in writing between the Company and the Vendors).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Land Sale Price means the portion of the Second Upfront Cash Payment payable by Rokeby for the freehold land being acquired as part of the Sale Assets.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Reconstruction Adjustment means if, at any time prior to the issue of the Shares pursuant to an Additional Deferred Consideration Tranche, the Company undertakes any reconstruction of its issued capital (including a consolidation, subdivision/split, reduction or return of capital or other reorganisation), then the number of Shares to be issued for the relevant Additional Deferred Consideration Tranche (and the deemed issue price, as applicable) will be adjusted so that the entitlement is reconstructed in accordance with that reconstruction and the ASX Listing Rules, with the intention that the economic value of the Shares remains \$5,500,000 (subject always to the Company obtaining all required Shareholder and ASX approvals).

Rokeby Share Cash Equivalent means a cash sum equal to the Rokeby Share 5-Day VWAP (calculated over the 5 trading days prior to the relevant shareholder meeting convened for the issue of the Rokeby Shares for the relevant Tranche) multiplied by the number of Rokeby Shares the subject of the relevant Tranche, provided that the Rokeby Share Cash Equivalent for:

- (a) Tranche 1 shall not be less than \$2 million;
- (b) Tranche 2 shall not be less than \$2 million; and
- (c) Tranche 3 shall not be less than \$1.5 million.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 11, the amount payable upon exercise of each Option will be \$0.0065 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on or before 30 November 2028 (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.	Cashless Exercise	<p>Subject to Board approval, in lieu of paying the aggregate Exercise Price for the number of Options specified in the Exercise Notice, the holder of the Options may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the holder that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S = O \times [(MVS - EP) \div MVS]$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>For example only: If a holder holds 50 Options capable of exercise, each with an Exercise Price of \$1.00 and they elect to exercise all of their Options by paying the Exercise Price, they would pay \$50 and receive 50 Shares. However, if the holder elects for Cashless Exercise, and the market value of one Share prior to exercise is \$1.50, the holder will pay no cash and receive 16 Shares (being $50 \times [(\\$1.50 - \\$1.00) / \\$1.50] = 16.67$, rounded down to 16 Shares).</p>
8.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <p>(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;</p> <p>(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</p>

		<p>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</p> <p>(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.</p> <p>If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
9.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10.	Change of Control	<p>Upon:</p> <p>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p>(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p>(ii) having been declared unconditional by the bidder; or</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</p> <p>then, to the extent Options have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Options will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.</p>
11.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
12.	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.
13.	Change in exercise price/Adjustment for rights issue	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.
14.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF OPTIONS

The Options to be issued pursuant to Resolutions 4 and 5 have been valued by internal management.

Using the binomial options pricing model and based on the assumptions set out below, the Options were ascribed the following value:

ASSUMPTIONS	
Valuation date	17 April 2026
Market price of Shares	\$0.0035
Exercise price	\$0.0065
Commencement of performance/vesting period	Upon grant, assumed to be 1 June 2026
Expiry date being 30 November 2028 (length of time from issue)	2.50 years (912 days)
Risk free interest rate	4.60%
Volatility (discount)	100%
Indicative value per Option	\$0.0016
Total Value of Options	\$96,000
Richard Beazley (Resolution 4)	\$48,000
Tim Pallas (Resolution 5)	\$48,000

Note:

1. The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

Your proxy voting instruction must be received by **11:00am (AWST) on Sunday, 31 May 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://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

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GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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