

24 October 2025

Letter to Shareholders regarding Annual General Meeting

Dear Shareholder

Rokeby Resources Limited (ASX: RKB) (Rokeby or the Company) advises that it will be holding its Annual General Meeting of shareholders on Tuesday, 25 November 2025 (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.rokeyresources.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, 23 November 2025, 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.Rokebyminerals.com.au/asx-announcements

Authorised for release by the Board of Rokeby Resources Limited.

For enquiries, contact:

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Rokeby Resources Limited

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ROKEBY RESOURCES LIMITED
ACN 128 512 907
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00AM (WST)
DATE: Tuesday, 25 November 2025
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 11:00AM on 23 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."

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

3. RESOLUTION 2 – RE-ELECTION DIRECTOR – BRADLEY MARWOOD

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Bradley Marwood, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – ADAM TAYLOR

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Adam Taylor (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – BRADLEY MARWOOD

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Bradley Marwood (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

6. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – ANDREW HAYTHORPE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Andrew Haythorpe (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

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

7. RESOLUTION 6 – APPROVAL OF SALARY SACRIFICE SHARE PLAN

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

That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 7.2 exception 13(b) and for all other purposes, Shareholders approve the Salary Sacrifice Share Plan (**SSP**) and the issue of Shares to participants under the SSP, up to a maximum of 37,500,000 Shares, on the terms and conditions set out in the Explanatory Statement."

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

8. RESOLUTION 7 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN SALARY SACRIFICE SHARE PLAN – ADAM TAYLOR

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

"That, subject to Resolution 6 being passed, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to enable all or part of the annual fee payable to Adam Taylor (or his nominee(s)) for the period from the date of the Meeting until the date that is three years after the date of the Meeting to be satisfied by the issue of Shares under the SSP and otherwise on the terms and conditions set out in the Explanatory Statement."

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

9. RESOLUTION 8 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN SALARY SACRIFICE SHARE PLAN – BRADLEY MARWOOD

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

"That, subject to Resolution 6 being passed, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to enable all or part of the annual fee payable to Bradley Marwood (or his nominee(s)) for the period from the date of the Meeting until the date that is three years after the date of the Meeting to be satisfied by the issue of Shares under the SSP and otherwise on the terms and conditions set out in the Explanatory Statement."

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

10. RESOLUTION 9 – APPROVAL FOR DIRECTOR TO PARTICIPATE IN SALARY SACRIFICE SHARE PLAN – ANDREW HAYTHORPE

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

"That, subject to Resolution 6 being passed, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to enable all or part of the annual fee payable to Andrew Haythorpe (or their nominee(s)) for the period from the date of the Meeting until the date that is three years after the date of the Meeting to be satisfied by the issue of Shares under the SSP and otherwise on the terms and conditions set out in the Explanatory Statement."

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

11. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 8 October 2025

Voting Prohibition Statements

Resolution 3 – Approval to issue Options to Director – Adam Taylor	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.
Resolution 4 – Approval to issue Options to Director – Bradley Marwood	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.
Resolution 5 – Approval to issue Options to Director – Andrew Haythorpe	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.
Resolution 6 – Approval of Salary Sacrifice Share Plan	<p>A person appointed as a proxy must not vote on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.

Resolution 7 – Approval for Director to participate in Salary Sacrifice Share Plan – Adam Taylor	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.
Resolution 8 - Approval for Director to participate in Salary Sacrifice Share Plan – Bradley Marwood	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.
Resolution 9 – Approval for Director to participate in Salary Sacrifice Share Plan – Andrew Haythorpe	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (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.

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 3 – Approval to issue Options to Director – Adam Taylor	Adam Taylor (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.
Resolution 4 – Approval to issue Options to Director – Bradley Marwood	Bradley Marwood (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.

Resolution 5 – Approval to issue Options to Director – Andrew Haythorpe	Andrew Haythorpe (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.
Resolution 6 – Approval of Salary Sacrifice Share Plan	Any person who is eligible to participate in the SSP and any of their associates.
Resolution 7 – Approval for Director to participate in Salary Sacrifice Share Plan – Adam Taylor	Adam Taylor or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the SSP in question or an associate of that person or those persons.
Resolution 8 - Approval for Director to participate in Salary Sacrifice Share Plan – Bradley Marwood	Bradley Marwood or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the SSP in question or an associate of that person or those persons.
Resolution 9 – Approval for Director to participate in Salary Sacrifice Share Plan – Andrew Haythorpe	Andrew Haythorpe or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the SSP in question or an associate of that person or those persons.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.rokebyresources.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION DIRECTOR – BRADLEY MARWOOD

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Bradley Marwood, having held office without re-election since 29 November 2024 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Marwood is set out below.

Qualifications, experience and other material directorships	Mr Marwood is an experienced mining and exploration executive, with over 40 years' experience, and has held the roles of CEO, managing director and company director in a number of companies, including Middle Island Resources, Yari Minerals, and Tiger Resources. An engineer by training, he has been responsible for over 50 feasibility studies and has secured \$500,000,000 in debt and equity funding for project development. Brad brings a history of successful exploration, business planning, project implementation and strategy, operational management, and funding to Rokeby.
Term of office	Mr Marwood has served as a Director since 16 May 2024 and was last re-elected on 29 November 2024.
Independence	If re-elected, the Board considers that Mr Marwood will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Marwood that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Marwood since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Marwood) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Marwood will be re-elected to the Board as an independent Non-Executive Director.

If this Resolution is not passed, Mr Marwood will not continue in their role as an independent Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTIONS 3 TO 5 – APPROVAL TO ISSUE OPTIONS TO DIRECTORS

4.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 15,000,000 Options exercisable at a price equal to 50% of the volume weighted average price (**VWAP**) for Shares on the 15 days on which sales in Shares were recorded before the date of this Meeting (**15-Day VWAP**), on or before three (3) years from the date of issue to Adam Taylor,

Bradley Marwood and Andrew Haythorpe (or their respective nominee(s)) on the terms and conditions set out below.

The terms of the Options are set out at Schedule 1 to this Notice.

4.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

4.3 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 each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

4.4 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.

4.5 Technical information required by Listing Rule 14.1A

If these Resolutions are 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 these Resolutions are not passed, the Company will not be able to proceed with the issue.

4.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 4.1 above.
Categorisation under Listing Rule 10.11	<p>Each of the proposed recipients 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 proposed recipients 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 maximum number of Options to be issued (being the nature of the financial benefit proposed to be given) is an aggregate total of 15,000,000 which will be allocated as follows:</p> <ul style="list-style-type: none"> (a) 5,000,000 Options to Adam Taylor (or his nominee(s)); (b) 5,000,000 Options to Bradley Marwood (or his nominee(s)); and (c) 5,000,000 Options to Andrew Haythorpe Marwood (or his nominee(s)).
Terms of Securities	The 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 Options within 5 Business Days of the Meeting. In any event, the Company will not issue any 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	<p>The Options will be issued at a nil issue price.</p> <p>Accordingly, the Company will not raise any funds from the issue of the Options.</p> <p>The Options are exercisable at a 15-Day VWAP (defined above). Based on the VWAP for Shares on the 15 days on which sales in Shares were recorded before the closing market price of the Shares on the ASX on 30 September 2025 (being \$0.005), the Company will receive up to \$75,000 if all Director Options the subject of Resolutions 3 to 5 are exercised on or before their expiry date.</p>
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 the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow 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 the proposed recipients.
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Options for the following reasons:</p> <ul style="list-style-type: none"> (a) the issue of the Options has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Options to fund a tax liability (as would be the

REQUIRED INFORMATION	DETAILS												
	<p>case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company;</p> <p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow 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 Taylor, Marwood and Haythorpe; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.</p>												
Consideration of quantum of Securities to be issued	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.</p>												
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table border="1" data-bbox="652 1260 1378 1500"> <thead> <tr> <th data-bbox="652 1260 886 1356">RELATED PARTY</th><th data-bbox="886 1260 1129 1356">CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th><th data-bbox="1129 1260 1378 1356">PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr> </thead> <tbody> <tr> <td data-bbox="652 1356 886 1394">Adam Taylor</td><td data-bbox="886 1356 1129 1394">\$66,604¹</td><td data-bbox="1129 1356 1378 1394">\$66,800²</td></tr> <tr> <td data-bbox="652 1394 886 1432">Bradley Marwood</td><td data-bbox="886 1394 1129 1432">\$72,604³</td><td data-bbox="1129 1394 1378 1432">\$69,105⁴</td></tr> <tr> <td data-bbox="652 1432 886 1500">Andrew Haythorpe</td><td data-bbox="886 1432 1129 1500">\$66,604⁵</td><td data-bbox="1129 1432 1378 1500">\$58,467⁶</td></tr> </tbody> </table>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Adam Taylor	\$66,604 ¹	\$66,800 ²	Bradley Marwood	\$72,604 ³	\$69,105 ⁴	Andrew Haythorpe	\$66,604 ⁵	\$58,467 ⁶
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Valuation	<p>The value of the Securities and the pricing methodology is set out in Schedule 2.</p>												

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Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table border="1"> <thead> <tr> <th>RELATED PARTY¹</th> <th>SHARES</th> <th>OPTIONS</th> <th>PERFORMANCE RIGHTS</th> <th>UNDILUTED</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Adam Taylor</td> <td>107,363,226</td> <td>41,938,649</td> <td>-</td> <td>5.88%</td> <td>6.68%</td> </tr> <tr> <td>Bradley Marwood</td> <td>17,138,544</td> <td>11,250,000</td> <td>-</td> <td>0.94%</td> <td>1.27%</td> </tr> <tr> <td>Andrew Haythorpe</td> <td>67,509,815</td> <td>11,250,000</td> <td>-</td> <td>3.70%</td> <td>3.52%</td> </tr> <tr> <td></td> <td>192,011,585</td> <td>64,438,649</td> <td>-</td> <td>10.52%</td> <td>11.47%</td> </tr> </tbody> </table> <p>Post issue</p> <table border="1"> <thead> <tr> <th>RELATED PARTY¹</th> <th>SHARES</th> <th>OPTIONS</th> <th>PERFORMANCE RIGHTS</th> <th>UNDILUTED</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Adam Taylor</td> <td>107,363,226</td> <td>46,938,649</td> <td>-</td> <td>5.88%</td> <td>6.85%</td> </tr> <tr> <td>Bradley Marwood</td> <td>17,138,544</td> <td>16,250,000</td> <td>-</td> <td>0.94%</td> <td>1.48%</td> </tr> <tr> <td>Andrew Haythorpe</td> <td>67,509,815</td> <td>16,250,000</td> <td>-</td> <td>3.70%</td> <td>3.72%</td> </tr> <tr> <td></td> <td>192,011,585</td> <td>79,438,649</td> <td>-</td> <td>10.52%</td> <td>12.06%</td> </tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> Refer to the respective Appendices 3Y/3X (as applicable) for each Director for further information. 	RELATED PARTY ¹	SHARES	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Adam Taylor	107,363,226	41,938,649	-	5.88%	6.68%	Bradley Marwood	17,138,544	11,250,000	-	0.94%	1.27%	Andrew Haythorpe	67,509,815	11,250,000	-	3.70%	3.52%		192,011,585	64,438,649	-	10.52%	11.47%	RELATED PARTY ¹	SHARES	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Adam Taylor	107,363,226	46,938,649	-	5.88%	6.85%	Bradley Marwood	17,138,544	16,250,000	-	0.94%	1.48%	Andrew Haythorpe	67,509,815	16,250,000	-	3.70%	3.72%		192,011,585	79,438,649	-	10.52%	12.06%
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Dilution	<p>If the Securities issued under these Resolutions are exercised, a total of 15,000,000 Shares would be issued.</p> <p>This will increase the number of Shares on issue from 1,825,881,806 (being the total number of Shares on issue as at the date of this Notice) to 1,840,881,806 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.81%, comprising 0.27% by Adam Taylor, 0.27% by Bradley Marwood and 0.27% by Andrew Haythorpe.</p>																																																												
Market price	<p>The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.</p>																																																												
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.016</td> <td>17 July 2025</td> </tr> <tr> <td>Lowest</td> <td>\$0.004</td> <td>9 to 10 April 2025, 20 to 23 May 2025 and 12 September 2025</td> </tr> <tr> <td>Last</td> <td>\$0.005</td> <td>3 October 2024</td> </tr> </tbody> </table>		PRICE	DATE	Highest	\$0.016	17 July 2025	Lowest	\$0.004	9 to 10 April 2025, 20 to 23 May 2025 and 12 September 2025	Last	\$0.005	3 October 2024																																																
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Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide																																																												

REQUIRED INFORMATION	DETAILS
	whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

5. RESOLUTION 6 - APPROVAL OF SALARY SACRIFICE SHARE PLAN

5.1 Background

The Board has recently prepared a Salary Sacrifice Share Plan (**SSP**) under which the Eligible Participants may elect to sacrifice part of their annual remuneration and instead receive a portion of the Directors' fees payable to them as Non-Executive Directors by way of Shares in lieu of cash.

As approval of Shareholders is being sought for the Company to adopt the SSP, and issue Shares pursuant to the SSP, Shareholder approval under Listing Rule 7.1 is not required, in accordance with Listing Rule 7.2, exception 13. This Resolution seeks Shareholder approval of the SSP.

The Board considers that the issue of Shares to Directors in lieu of cash payments for their annual remuneration is reasonable and seeks to give Directors a tax-effective opportunity to share in the success of the Company and aims to align the financial interests of the Eligible Participants with those of the Company's Shareholders.

5.2 ASX Listing Rules 7.1 and 7.2

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 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 the period.

Listing Rule 7.2, exception 13(b) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of Equity Securities under the employee incentive scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of Equity Securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to Shareholders in respect of the meeting at which Shareholder approval was obtained pursuant to Listing Rule 7.2 Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

Resolution 6 seeks Shareholder approval to issue Shares under the SSP for the purposes of Listing Rule 7.2, exception 13. If Resolution 6 is passed, the Company will be able to issue Shares under the SSP to Eligible Participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the SSP and issue Shares in lieu of the annual remuneration under the proposed SSP and will likely continue to remunerate Eligible Participants in cash.

5.3 Specific information required pursuant to ASX Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the SSP:

- (a) the material terms of the SSP are summarised below in Schedule 3;
- (b) as at the date of the Meeting no Shares will have been issued to any Eligible Participants under the SSP;

- (c) the maximum number of Shares proposed to be issued under the SSP pursuant to Listing Rule 7.2 (Exception 13(b)) following approval of Resolution 6 shall not exceed 37,500,000 (which includes the Shares proposed to be issued to Messrs Taylor, Marwood and Haythorpe under Resolutions 7 to 9). It is not envisaged that the maximum number of Shares for which approval is sought will be issued immediately; and
- (d) a voting exclusion statement is included in the Notice.

6. RESOLUTIONS 7 TO 9 – APPROVAL FOR DIRECTOR PARTICIPATION IN SALARY SACRIFICE SHARE PLAN

6.1 Background

The Company is proposing, subject to obtaining Shareholder approval of the SSP pursuant to Resolution 6, to issue Shares to Mr Adam Taylor (the subject of Resolution 7), Mr Bradley Marwood (the subject of Resolution 8), Mr Andrew Haythorpe (the subject of Resolution 9) or their respective nominees (together, the **Directors**), under the SSP in accordance with the below formula (the **Formula**).

$$\text{Number of Shares} = \frac{\text{salary sacrifice contributions for the relevant quarter}}{\text{volume weighted average price of Shares over the last 90 trading days prior to the end of the relevant quarter}}$$

The Board considers that the issue of Shares in lieu of cash payments for their annual remuneration is reasonable, and seeks to give Eligible Participants, including Directors an opportunity to share in the success of the Company, and aims to align the financial interests of the Directors with those of the Company's Shareholders.

Resolutions 7 to 9 seek Shareholder approval for the issue of Share to the Directors under the SSP for the purposes of Listing Rule 10.14 and Chapter 2E of the Corporations Act.

6.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

6.3 Chapter 2E of the Corporations Act.

A summary of Chapter 2E of the Corporations Act is set out in Section 4.3 above.

The issue of Shares to the Directors (or their nominee(s)) constitutes giving a financial benefit to the Directors and the Directors are each a related party of the Company by virtue of being Directors.

As Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Shares. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

6.4 Listing Rule 10.14

The Company is proposing to issue Shares under the SSP to the Directors in accordance with the Formula (**Issue**).

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- 10.14.1 a director of the Company;
- 10.14.2 an associate of a director of the Company; or
- 10.14.3 a person whose relationship with the Company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders.

The Issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

6.5 Technical information required by Listing Rule 14.1A

Subject to Resolution 6 being passed, if Resolutions 7 to 10 are passed the Company will be able to issue Shares under the SSP to Eligible Participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolutions 7 to 10 seek the required Shareholder approval for the Issue under and for the purposes of Listing Rule 10.14. If Resolution 6 is passed, but Resolutions 7 and/or 8 and/or 9 are not passed with respect to a Director's participation, then the applicable Director will be excluded from participating in the SSP.

In the event Shareholder approval is not obtained for Resolutions 7 to 9, the annual salary and/or fees that accrue to the Directors will continue to be paid in cash.

6.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS																
Name of the persons to whom Shares will be issued	The proposed recipients of the Shares are set out in Section 6.1 above.																
Categorisation under Listing Rule 10.11	<p>Each of the proposed recipients fall within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.14.2.</p>																
Number of Shares and class to be issued	<p>The maximum number of Shares to be issued to the Directors will be relative to the amount of their respective contribution and will be determined in accordance with the Formula.</p> <p>As this is the first time that the Shareholder approval is being sought for the adoption of the SSP (refer to Resolution 6), no Shares have been previously issued under the SSP.</p> <p>For illustrative purposes only, the table below reflects the maximum number of Share that could be granted annually under the SSP to the Directors assuming the Directors' remuneration package remains the same as that set out below. Three indicative values per Share have been used to calculate the estimated maximum number of Share (based on various share prices for the Company):</p> <table border="1"> <thead> <tr> <th>ILLUSTRATIVE 90-DAY VOLUME WEIGHTED AVERAGE PRICE OF SHARES (\$)</th> <th>ESTIMATED MAXIMUM NUMBER OF SHARES GRANTED UP TO 30 JUNE 2026¹</th> <th>ESTIMATED MAXIMUM NUMBER OF SHARES GRANTED BETWEEN 1 JULY 2026 AND 30 JUNE 2027¹</th> <th>ESTIMATED MAXIMUM NUMBER OF SHARES GRANTED BETWEEN 1 JULY 2027 AND 30 JUNE 2028¹</th> </tr> </thead> <tbody> <tr> <td>\$0.006</td> <td>12,500,000</td> <td>12,500,000</td> <td>12,500,000</td> </tr> <tr> <td>\$0.009</td> <td>8,333,333</td> <td>8,333,333</td> <td>8,333,333</td> </tr> <tr> <td>\$0.012</td> <td>6,250,000</td> <td>6,250,000</td> <td>6,250,000</td> </tr> </tbody> </table>	ILLUSTRATIVE 90-DAY VOLUME WEIGHTED AVERAGE PRICE OF SHARES (\$)	ESTIMATED MAXIMUM NUMBER OF SHARES GRANTED UP TO 30 JUNE 2026 ¹	ESTIMATED MAXIMUM NUMBER OF SHARES GRANTED BETWEEN 1 JULY 2026 AND 30 JUNE 2027 ¹	ESTIMATED MAXIMUM NUMBER OF SHARES GRANTED BETWEEN 1 JULY 2027 AND 30 JUNE 2028 ¹	\$0.006	12,500,000	12,500,000	12,500,000	\$0.009	8,333,333	8,333,333	8,333,333	\$0.012	6,250,000	6,250,000	6,250,000
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	<p>Notes:</p> <ol style="list-style-type: none"> 1. The Directors have indicated that they intend to sacrifice the following amounts each financial year: <ol style="list-style-type: none"> (a) Mr Taylor - \$25,000; (b) Mr Marwood - \$25,000; and (c) Mr Haythorpe- \$25,000.
Terms of Shares	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.
Material terms of the Plan	A summary of the material terms and conditions of the SSP is set out in Schedule 3.
Material terms of any loan	No loan is being made to the Directors (and or/their nominee(s)) in respect of the Shares.
Date(s) on or by which the Shares will be issued	The Shares will be issued to the Directors (or their nominee(s)) no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on a quarterly basis.
Price or other consideration the Company will receive for the Shares	<p>The Shares will be issued for nil cash consideration as they will be issued in satisfaction of Directors' fee agreed to be paid by the Company to the Directors at quarterly intervals. Accordingly, no funds will be raised from the issue of the Shares.</p> <p>The Directors have indicated that they intend to sacrifice the following amounts each financial year:</p> <ol style="list-style-type: none"> (a) Mr Taylor - \$25,000; (b) Mr Marwood - \$25,000; and (c) Mr Haythorpe- \$25,000. <p>with the number of Shares to be determined in accordance with the Formula, with the issue price for the Shares to be the volume weighted average price of Shares over the last 90 trading days prior to the end of the relevant quarter.</p>
Purpose of the Issue	<p>The Company has determined that Shares are an appropriate type of security to issue under the SSP as Shares:</p> <ol style="list-style-type: none"> (a) support the participating Directors in developing a meaningful shareholding in the Company; (b) align the interests of participating Directors and Shareholders by providing an opportunity to participating Directors to receive an equity interest in the Company in the form of Shares; and (c) assist with the remuneration planning for the participating Directors.

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Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice:</p> <table border="1"> <thead> <tr> <th>RELATED PARTY¹</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr> </thead> <tbody> <tr> <td>Adam Taylor</td><td>107,363,226</td><td>41,938,649</td><td>-</td><td>5.88%</td><td>6.68%</td></tr> <tr> <td>Bradley Marwood</td><td>17,138,544</td><td>11,250,000</td><td>-</td><td>0.94%</td><td>1.27%</td></tr> <tr> <td>Andrew Haythorpe</td><td>67,509,815</td><td>11,250,000</td><td>-</td><td>3.70%</td><td>3.52%</td></tr> <tr> <td></td><td>192,011,585</td><td>64,438,649</td><td>-</td><td>10.52%</td><td>11.47%</td></tr> </tbody> </table> <p>Post issue:</p> <table border="1"> <thead> <tr> <th>RELATED PARTY¹</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr> </thead> <tbody> <tr> <td>Adam Taylor</td><td>107,363,226</td><td>46,938,649</td><td>-</td><td>5.88%</td><td>6.85%</td></tr> <tr> <td>Bradley Marwood</td><td>17,138,544</td><td>16,250,000</td><td>-</td><td>0.94%</td><td>1.48%</td></tr> <tr> <td>Andrew Haythorpe</td><td>67,509,815</td><td>16,250,000</td><td>-</td><td>3.70%</td><td>3.72%</td></tr> <tr> <td></td><td>192,011,585</td><td>79,438,649</td><td>-</td><td>10.52%</td><td>12.06%</td></tr> </tbody> </table> <p>Notes:</p> <ol style="list-style-type: none"> 1. Refer to the respective Appendices 3Y/3X (as applicable) for each Director for further information. 	RELATED PARTY ¹	SHARES	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Adam Taylor	107,363,226	41,938,649	-	5.88%	6.68%	Bradley Marwood	17,138,544	11,250,000	-	0.94%	1.27%	Andrew Haythorpe	67,509,815	11,250,000	-	3.70%	3.52%		192,011,585	64,438,649	-	10.52%	11.47%	RELATED PARTY ¹	SHARES	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Adam Taylor	107,363,226	46,938,649	-	5.88%	6.85%	Bradley Marwood	17,138,544	16,250,000	-	0.94%	1.48%	Andrew Haythorpe	67,509,815	16,250,000	-	3.70%	3.72%		192,011,585	79,438,649	-	10.52%	12.06%
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Valuation	The value of the maximum number of Shares that could potentially be issued to the Directors pursuant to Resolutions 7 to																																																												

REQUIRED INFORMATION	DETAILS												
	9 (being the nature of the financial benefit being provided) will be equal to 50% of the total Directors' fees payable to them for the annual period commencing on 30 September 2025 (equal to \$25,000 each).												
Dilution	<p>As set out above, the exact number of Shares to be issued to the Directors is unknown as at the date of this Notice. In preparing this dilution example, the 90-day VWAP has been assumed to be \$0.006, being the closing market price of the Shares on the ASX on 30 September 2025.</p> <p>Subject to Shareholder approval under Resolutions 6-9, a total of 37,500,000 Shares may be issued. This will increase the number of Shares on issue from 1,825,881,806 (being the total number of Shares on issue as at the date of this Notice) to 1,863,381,806 (assuming that no further Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.01%, comprising 0.67% by Adam Taylor, 0.67% by Bradley Marwood and 0.67% by Andrew Haythorpe.</p>												
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1"> <thead> <tr> <th></th> <th>PRICE</th> <th>DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.016</td> <td>17 July 2025</td> </tr> <tr> <td>Lowest</td> <td>\$0.004</td> <td>9 to 10 April 2025, 20 to 23 May 2025 and 12 September 2025</td> </tr> <tr> <td>Last</td> <td>\$0.005</td> <td>3 October 2025</td> </tr> </tbody> </table>		PRICE	DATE	Highest	\$0.016	17 July 2025	Lowest	\$0.004	9 to 10 April 2025, 20 to 23 May 2025 and 12 September 2025	Last	\$0.005	3 October 2025
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Highest	\$0.016	17 July 2025											
Lowest	\$0.004	9 to 10 April 2025, 20 to 23 May 2025 and 12 September 2025											
Last	\$0.005	3 October 2025											
Other information	<p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p> <p>Details of any Shares issued under the SSP will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p>												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

7. RESOLUTION 10 – APPROVAL OF 7.1A MANDATE

7.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$9,129,409. The Company is therefore an Eligible Entity.

7.2 Technical information required by Listing Rule 14.1A

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

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

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

7.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company does not have any current intention to issue Equity Securities using the Additional Issuance Capacity. However, it may decide to do so for cash consideration to fund working capital requirements, potential acquisitions, debt repayments, meeting financial commitments and capital management activities.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 3 October 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>

REQUIRED INFORMATION	DETAILS						
			DILUTION				
	Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price			
				\$0.003	\$0.005	\$0.008	
				50% decrease	Issue Price	50% increase	
	Funds Raised						
Current	1,863,381,806	186,338,180	\$559,014	\$931,690	\$1,490,705		
50% increase	2,795,072,709	279,507,270	\$838,521	\$1,397,536	\$2,236,058		
100% increase	3,726,763,612	372,676,361	\$1,118,029	\$1,863,381	\$2,981,410		

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,863,381,806 Shares on issue comprising:
 - (a) 1,825,881,806 existing Shares as at the date of this Notice; and
 - (b) 37,500,000 Shares which will be issued if Resolutions 7 to 9 are passed at this Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 3 October 2025 (being \$0.005) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

REQUIRED INFORMATION	DETAILS						
	<p>Shareholders should note that there is a risk that:</p> <ul style="list-style-type: none"> (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue. 						
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable). 						
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (Previous Approval).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 6 November 2025, the Company issued 101,800,000 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 6.78% of the total diluted number of Equity Securities on issue in the Company on 6 November 2024, which was 1,502,267,040.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="652 1720 1378 2093"> <tbody> <tr> <td data-bbox="652 1720 859 1832"> Date of Issue and Appendix 2A </td><td data-bbox="859 1720 1378 1832"> Date of Issue: 8 April 2025 Date of Appendix 2A: 8 April 2025 </td></tr> <tr> <td data-bbox="652 1832 859 1967"> Number and Class of Equity Securities Issued </td><td data-bbox="859 1832 1378 1967">101,800,000 Shares</td></tr> <tr> <td data-bbox="652 1967 859 2093"> Issue Price and discount (if any) </td><td data-bbox="859 1967 1378 2093">\$0.0045 per Share (representing a 10.0% discount to the last sales price on 27 March 2025 and a 20.9% discount to the volume weighted average price (VWAP))</td></tr> </tbody> </table>	Date of Issue and Appendix 2A	Date of Issue: 8 April 2025 Date of Appendix 2A: 8 April 2025	Number and Class of Equity Securities Issued	101,800,000 Shares	Issue Price and discount (if any)	\$0.0045 per Share (representing a 10.0% discount to the last sales price on 27 March 2025 and a 20.9% discount to the volume weighted average price (VWAP))
Date of Issue and Appendix 2A	Date of Issue: 8 April 2025 Date of Appendix 2A: 8 April 2025						
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Issue Price and discount (if any)	\$0.0045 per Share (representing a 10.0% discount to the last sales price on 27 March 2025 and a 20.9% discount to the volume weighted average price (VWAP))						

REQUIRED INFORMATION	DETAILS
	<p>over the past 15 trading days prior to 1 April 2025).</p>
	<p>Recipients</p> <p>Professional and sophisticated investors as part of a placement announced on 1 April 2025. The placement participants were identified through a bookbuild process, which involved Morgans Corporate Limited seeking expressions of interest to participate in the placement from non-related parties of the Company.</p> <p>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</p>
	<p>Total Cash Consideration and Use of Funds</p> <p>Amount raised: \$458,100 Amount spent: \$350,935 Use of funds: To conduct a maiden drill program at the newly acquired high grade gold and gold/antimony Hurricane Project in north Queensland and provide ongoing working capital, as well as to meet the costs of the issue. Amount remaining: \$107,165 Proposed use of remaining funds:¹ Mapping and soil sampling at the Hurricane project and ongoing working capital.</p>
	<p>Notes:</p> <ol style="list-style-type: none"> 1. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
Voting exclusion statement	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

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.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

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.

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.

Listing Rules means the Listing Rules of ASX.

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.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 10, the amount payable upon exercise of each Option will be equal to 50% of the volume weighted average price (VWAP) for Shares on the 15 days on which sales in Shares were recorded before the date of this Meeting (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on or before the date that is three (3) years from the date of issue (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.	Change of Control	Upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:

		<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>
10. 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.
11. 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.
12. 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.
13. 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 3 to 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	19 September 2025
Market price of Shares	\$0.6 cents
Exercise price	\$0.9 cents
Commencement of performance/vesting period	upon grant
Expiry date (length of time from issue)	3 years (1095 days)
Risk free interest rate	3.425%
Volatility (discount)	100%
Indicative value per Option	\$0.332 cents
Total Value of Options	\$49,812
- Adam Taylor (Resolution 3)	\$16,604
- Bradley Marwood (Resolution 4)	\$16,604
- Andrew Haythorpe (Resolution 5)	\$16,604

Note: 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.

SCHEDULE 3 – SUMMARY OF SALARY SACRIFICE SHARE PLAN

A summary of the material terms of the Company's Salary Sacrifice Share Plan (**Plan**) is set out below.

Eligible Participants	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) align the interests of Eligible Participants and Shareholders by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Securities; (b) provide competitive remuneration for the retention of key Eligible Participants; (c) support a culture of share ownership by Eligible Participants; (d) provide the Company with the ability to attract employees of a high calibre; and (e) assist with remuneration planning for Eligible Participants.
Administration of the Plan	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Eligible Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Shares provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Shares the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Salary Sacrifice Contributions	<p>Each Participant (being an Eligible Participant who has been granted any Security under the Plan) must elect in accordance with the instructions that accompany the Invitation to make their salary sacrifice contributions by way of:</p> <ul style="list-style-type: none"> (a) regular deductions from the Eligible Participant's remuneration during the relevant year; or (b) a lump sum deduction from the Eligible Participant's remuneration in the first payroll period during the relevant year; or (c) application of part or all of any bonus. <p>Salary sacrifice contributions deducted from a Eligible Participant's remuneration will be held for the relevant Eligible Participant, subject to applicable law, on trust by the Company in an account with an Australian authorised deposit-taking institution that is kept solely for the purpose of holding Eligible Participant's salary sacrifice contributions, until those salary sacrifice contributions have been used to or applied toward the grant, issue, transfer or allocate Shares to a Eligible Participant.</p>

Issue of Shares	The Company will, to the extent that it has accepted a duly completed application form, and deduction of any salary sacrifice contribution, either issue, transfer or allocate to the Eligible Participant the prescribed number of Shares, subject to the terms and conditions set out in the invitation, the rules of the Plan and any ancillary documentation required.
Rights attaching to Shares	All issued, transferred or allotted Shares under the Plan will rank pari passu in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares.
Restrictions on dealing with Shares	<p>The Board may, at its discretion, impose restrictions on dealing in respect of any Shares allocated under the Plan and may implement any procedure it considers appropriate to enforce such restrictions including to allow for the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) to apply.</p> <p>An Eligible Participant may, in Special Circumstances (including in the case of death or total or permanent disability of the Eligible Participant), request, in writing to the Board, to remove any restrictions on dealing, which the Board may accept or decline the request in its sole and absolute discretion.</p>
General Restrictions on transfer of Shares	<p>If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued under the Plan may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act.</p> <p>Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information.</p> <p>Any Shares issued to a holder under the Plan shall be subject to the terms of the Company's Securities Trading Policy.</p>
Change of control	Notwithstanding any other provisions of the Plan, if a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Plan Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Restrictions on and amendments to the Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules.</p> <p>(No amendment may be made which would affect adversely any of the subsisting rights of a Participant except either with his consent in writing or with the consent of the majority of Participants affected by the amendment or addition).</p>
Termination of Salary Sacrifice Contributions	A Participant may, in writing to the Board, request to terminate a prior Salary Sacrifice arrangement and their participation in the Plan at any time.

	Subject to applicable law, with effect from the time the Board receives a termination notice the salary sacrifice arrangement will be terminated and no further salary sacrifice contributions for Shares will be made in respect of the Participant and no Shares will be granted, issued, transferred or allocated to the Participant in consideration for any salary sacrifice contributions made under the Plan that have not at the time of receipt of the termination notice been used for or applied been used for or applied to the grant of Shares and will be repaid to the Participant with any interest.
Termination of Plan	<p>The Plan terminates and is to be wound up (as provided below) on the occurrence of any of the following events:</p> <ul style="list-style-type: none"> (a) if an order is made or an effective resolution is passed for the winding up of the Company other than for the purpose of amalgamation or reconstruction; or (b) if the Board determines that the Plan is to be wound up.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Your proxy voting instruction must be received by **11:00am (AWST) on Sunday, 23 November 2025**, 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:

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 Rokeby Resources Limited, to be held at **11:00am (AWST) on Tuesday, 25 November 2025 at Level 2, 40 Kings Park Road, West Perth, WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

Unless indicated otherwise by ticking 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 Resolutions 1, 3, 4, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4, 5, 6, 7, 8 and 9 are 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	RE-ELECTION DIRECTOR – BRADLEY MARWOOD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – ADAM TAYLOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – BRADLEY MARWOOD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – ANDREW HAYTHORPE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	APPROVAL OF SALARY SACRIFICE SHARE PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	APPROVAL FOR DIRECTOR TO PARTICIPATE IN SALARY SACRIFICE SHARE PLAN – ADAM TAYLOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	APPROVAL FOR DIRECTOR TO PARTICIPATE IN SALARY SACRIFICE SHARE PLAN – BRADLEY MARWOOD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	APPROVAL FOR DIRECTOR TO PARTICIPATE IN SALARY SACRIFICE SHARE PLAN – ANDREW HAYTHORPE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	APPROVAL OF 7.1A MANDATE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll 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 Secretar

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).