

## Addendum to Notice of Annual General Meeting Notice

Dear Shareholders

SSH Group Ltd (ASX:SSH) (**Company** or **SSH**) is convening its Annual General Meeting at 10:00am (AWST) on Wednesday, 26 November 2025 at Nexia Perth, Level 4, 88 William Street, Perth WA 6000.

The Company has released an Addendum to the Notice of Meeting to include additional Resolutions 6(a), 6(b) and 7 (**Additional Resolutions**). The Additional Resolutions and related Explanatory Memorandum is contained in the Addendum to the Notice of Meeting dated 27 October 2025 (**Addendum**), together with a Replacement Proxy Form.

In accordance with the *Corporations Act 2001 (Cth)*, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**) to shareholders unless a shareholder has previously requested a hard copy. Instead, a copy of the Notice is available at the following link on ASX:

<https://www.asx.com.au/markets/trade-our-cash-market/announcements.ssh>

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Addendum.

If you are unable to access the Addendum online, please contact the Company Secretary on (08) 9463 2463 or via email at [cosec@sshgroup.com.au](mailto:cosec@sshgroup.com.au).

**Jennifer Voon**  
Company Secretary

### AUTHORISATION

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This release has been authorised in accordance with the Company's published continuous disclosure policy and approved for release by the Board of SSH Group Ltd.

### ABOUT SSH GROUP

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SSH Group Ltd operates across the Mining, Civil and Construction sectors. Its model, Hire, Mine and Own, underpins its strategy to become a vertically integrated, diversified metals and mining company.

### FURTHER DETAILS

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#### Investor Enquiries

[investors@sshgroup.com.au](mailto:investors@sshgroup.com.au)

+61 428 893 215

#### Company Secretary

[cosec@sshgroup.com.au](mailto:cosec@sshgroup.com.au)

PO Box 189 WELSHPOOL DC 6986

# SSH Group Ltd ACN 140 110 130 (Company)

## Addendum to Notice of Annual General Meeting

SSH Group Ltd (ACN 140 110 130) (the **Company**) hereby gives notice to Shareholders that, in relation to the Notice of Annual General Meeting dated 27 October 2025 (**Notice**) in respect of the Annual General Meeting of the Company to be held at Level 4, 88 William Street, Perth WA 6000 on Wednesday, 26 November 2025 at 10:00am (AWST) (**Meeting**), the directors of the Company (**Directors**) have resolved to amend the Notice by this addendum to the Notice (**Addendum**) for the purposes set out below.

As permitted by the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be dispatching hard copies of the Addendum unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Addendum is being made available to shareholders electronically.

### Summary of Changes to the Notice

By way of summary, the changes to the Notice are as follows:

- (a) inclusion of additional Resolutions 6(a), 6(b) and 7 (**Additional Resolutions**) (including new Sections 9, 10 and Schedule 4) in respect of a recent Placement conducted by the Company;
- (b) replacement of Section 7 and Schedule 2 of the Explanatory Memorandum (in respect of Resolution 4) relating to the renewal of the Company's Listing Rule 7.1A capacity to reflect issues under the Placement.

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

The numbering used in this Addendum is a continuation of the numbering used in the Notice and the Explanatory Memorandum. Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company by telephone on +61 8 9463 2463.

### Proxy Forms

Annexed to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form annexed with the Notice (**Original Proxy Form**) and you wish to change your original vote for Resolutions 1 to 5 or cast votes for the Additional Resolutions, **you must complete and return the Replacement Proxy Form**.
- (b) If you have already completed and returned the Original Proxy Form and **you do not wish to change your original vote for Resolutions 1 to 5 or vote on Additional Resolutions, you do not need to take any action** as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 5 unless you submit a Replacement Proxy

Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, **you will not have cast a vote on the Additional Resolutions.**

- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, **please complete and return the Replacement Proxy Form.**

Proxies may be lodged using any of the following methods:

**Online:** <https://investor.automic.com.au/#/loginsah>  
**By mail:** Automic, GPO Box 5193, Sydney NSW 2001  
**By email:** meetings@automicgroup.com.au  
**By fax:** +61 2 8583 3040

The last Proxy Form you lodge before the latest time for receipt of proxy forms (being not later than 48 hours before the commencement of the Meeting) will be taken to be your Proxy Form for voting on items of business at the Meeting.

If your last Proxy Form does not include the Additional Resolutions, your proxy will still be valid, although you will not be taken to have voted on the Additional Resolutions and your proxy may vote on Resolutions the Additional Resolutions as they see fit as an undirected proxy.

#### Voting Instructions and Chair's voting intentions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on the Additional Resolutions, by marking "For", "Against" or "Abstain" for that resolution.

#### Additional Resolutions

Resolutions 6(a) and 6(b) are included in the Notice as follows:

#### **6. Resolutions 6(a) and 6(b) – Ratification of Prior Issue of Placement Shares under Listing Rules 7.1 and 7.1A capacity**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of:*

(a) 7,678,969 Placement Shares issued under the Company's Listing Rule 7.1 capacity;

(b) 9,209,031 Placement Shares issued under the Company's Listing Rule 7.1A capacity,

*on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, Hong Kong Xinhai Mining Services Limited and Australia Xinhai Mining Services Pty Ltd (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with

- directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 Resolutions; and
    - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 is included in the Notice as follows:

## **7. Resolution 7 – Approval to issue Placement Options**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,444,000 Placement Options on the terms and conditions set out in the Explanatory Statement”*

### **Voting Exclusion**

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

- (a) a person (or persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Hong Kong Xinhai Mining Services Limited and Australia Xinhai Mining Services Pty Ltd (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

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

Dated 7 November 2025

### **BY ORDER OF THE BOARD**

Jennifer Voon  
Company Secretary  
SSH Group Ltd

**SSH Group Ltd**  
**ACN 140 110 130**  
**(Company)**

**Addendum to the Explanatory Memorandum**

The Company hereby gives notice of the amendment of the Explanatory Memorandum in the Notice as set out in this Addendum. The amendment set out in this Addendum replaces the text included in the Explanatory Memorandum with respect to Resolution 4 and Schedule 2 of the Explanatory Memorandum, and new Sections 9 and 10 and Schedule 4 of the Explanatory Memorandum in respect of the Additional Resolutions are added to the Explanatory Memorandum in relation to the Notice.

Explanatory Memorandum in the Notice is supplemented with the following information in relation to Resolution 14 as follows:

**7. Resolution 4 – Approval of 10% Placement Facility**

**7.1 General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

**(10% Placement Facility).**

The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 and as at 7 November 2025, has a market capitalisation of approximately \$17,981,424, and therefore is an eligible entity.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 7.2(c) below).

## 7.2 Description of Listing Rule 7.1A

### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.

### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, being Shares (ASX: SSH) and Listed Options (ASX: SSHO).

### (c) Formula for calculating 10% Placement Facility

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

$$(A \times D) - E$$

Where:

**A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period:

(A) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than Exception 9, 16 or 17;

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

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

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

(C) plus the number of fully paid ordinary securities issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:

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

(2) the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;

- (E) plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.*

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

**(d) Interaction with Listing Rule 7.1**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

**(e) Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued (**Minimum Issue Price**).

**(f) 10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of the eligible entity's ordinary securities of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **7.3 Listing Rule 7.1A**

The effect of Resolution 4 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

#### **7.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above). The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued for cash consideration only at an issue price of not less than the Minimum Issue Price (refer to Section 7.2(e) above).
- (c) The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets, business development or investments (including expenses associated with such an acquisition), continued operations and general working capital.
- (d) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) (see Section 7.2(c) above) as at the date of this Notice (in the case of convertible securities only if those convertible securities are converted into Shares), with:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2	Dilution			
		\$0.0825 50% decrease in Issue Price	\$0.1650 Issue Price	\$0.2475 50% increase in Issue Price
<b>Current Variable A</b> 108,978,329 Shares	<b>10% Voting Dilution (shares)</b> 10,897,832	10,897,832	10,897,832	10,897,832
	<b>Funds raised</b>	\$899,071	\$1,798,142	\$2,697,213
<b>50% increase in current Variable A</b> 163,467,494 Shares	<b>10% Voting Dilution (shares)</b> 16,346,749	16,346,749	16,346,749	16,346,749
	<b>Funds raised</b>	\$1,348,607	\$2,697,214	\$4,045,820
<b>100% increase in current Variable A</b> 217,956,658 Shares	<b>10% Voting Dilution (shares)</b> 21,795,665	21,795,665	21,795,665	21,795,665
	<b>Funds raised</b>	\$1,798,142	\$3,596,285	\$5,394,427

**Note**

The table has been prepared on the following assumptions:

1. Variable A comprises of 108,978,329 existing Shares on issue as at the date of this Notice, assuming the Company has not issued any Shares in the 12 months prior to the meeting that were not issued under an exception in Listing Rule 7.1 or with Shareholder approval under Listing Rule 7.1 and 74.
2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
3. No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities;
4. 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 at 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlement issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
6. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
7. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. 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.
8. The issue price is \$0.165, being the closing price of the Shares on ASX on 7 November 2025, being the latest practicable date before this Notice was finalised.

- (e) The Company will comply with the disclosure obligations under the Listing Rule 7.1A(4) upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not Related Parties or associates of a Related Party of the Company.

- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2024 (**Previous Approval**). In the 12 months preceding the date of the 2025 Annual General Meeting and as at the date of this Notice, the Company issued a total of 15,799,016 shares pursuant to Previous Approval representing 24% of the total number of Equity Securities on issue at the 29 November 2024 Annual General Meeting. Further details of the Equity Securities issued in the preceding 12-month period pursuant to Listing Rule 7.3A6 are set out in Schedule 2.
- (h) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 7.4(c) above):
  - (i) if Resolution 4 is passed, the Directors will be able to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and
  - (ii) if Resolution 4 is not passed, the Directors will not be able to issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on the Company's existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under Listing Rule 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).
- (i) At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of Equity Securities.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and recommend that the Shareholders vote in favour of this Resolution.

## **9. Resolutions 6(a) and 6(b) – Ratification of Prior Issue of Placement Shares under Listing Rules 7.1 and 7.1A capacity**

### **9.1 General**

On 22 October 2025, the Company announced that it received a firm commitment from Hong Kong Xinhai Mining Services Limited and Australia Xinhai Mining Services Pty Ltd (together, **Xinhai**) for a placement (**Placement**) to raise up to a total of approximately \$2,533,200 (before costs) through the issue of up to a total of 16,888,000 Shares at an issue price of \$0.15 per Share (**Placement Share**), together with one (1) free attaching listed Option

(ASX:SSHO) for every two (2) Placement Shares subscribed for and issued, exercisable at \$0.25 each and expiring on 6 August 2027 from the date of issue (**Placement Options**).

The Company issued the 16,888,000 Placement Shares on 7 November 2025 as follows:

- (a) 7,678,969 Placement Shares under the Company's existing ASX Listing Rule 7.1 capacity (subject of Resolution 6(a)); and
- (b) 9,209,031 Placement Shares under the Company's existing ASX Listing Rule 7.1A capacity (subject of Resolution 6(b)).

The 8,444,000 Placement Options will be issued subject to Shareholder approval (subject of Resolution 7).

GTT Ventures Pty Ltd acted as lead manager to the Placement (**Lead Manager**). The Company will pay to the Lead Manager a fee of 6% of the gross amount raised under the Placement, being approximately \$151,992.

Funds raised from the Placement will strengthen the Company's balance sheet, provide growth capital to accelerate the Company's operations, advance current project opportunities and support working capital requirements.

Resolutions 6(a) and 6(b) seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of a total of 16,888,000 Placement Shares.

## **9.2 Listing Rule 7.1 and 7.1A**

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12-month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The issue of the Placement Shares do not fit within the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in ASX Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under ASX Listing Rules 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

## **9.3 Listing Rule 7.4**

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 6(a) and 6(b) seek Shareholder approval for the ratification of the issue of the Placement Shares under and for the purpose of ASX Listing Rule 7.4.

#### **9.4 Information required by Listing Rule 14.1A**

If Resolutions 6(a) and 6(b) are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolutions 6(a) and 6(b) are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

#### **9.5 Information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 6(a) and 6(b):

- (a) the Placement Shares were issued to Hong Kong Xinhai Mining Services Limited and Australia Xinhai Mining Services (and/or their respective nominees);
- (b) a total of 16,888,000 Placement Shares were issued as follows:
  - (i) 7,678,969 Placement Shares pursuant to the Company's placement capacity under ASX Listing Rule 7.1 (being the subject of Resolution 6(a)); and
  - (ii) 9,209,031 Placement Shares pursuant to the Company's placement capacity under ASX Listing Rule 7.1A (being the subject of Resolution 6(b));
- (c) the Placement Shares issued are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 7 November 2025;
- (e) the issue price of the Placement Shares was \$0.15 each. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) the purpose of the issue of the Placement Shares was to raise approximately \$2,533,200 (before costs). Funds raised from the issue of the Placement Shares will be used in the manner set out in Section 9.1;
- (g) the Placement Shares were not issued under an agreement; and.
- (h) a voting exclusion statement is included in the Notice.

#### **9.6 Board Recommendation**

The Directors of the Company believe Resolutions 6(a) and 6(b) are in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of those Resolutions. The Chair intends to vote all undirected proxies in favour of Resolutions 6(a) and 6(b).

### **10. Resolution 7 – Approval to issue Placement Options**

#### **10.1 General**

As set out in Section 9.1, the issue of the Placement Options will be subject to shareholder approval.

Resolution 7 seeks Shareholder approval for the issue of up to 8,444,000 Placement Options to Xinhai.

## **10.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

The Placement Options do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it will effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder approval to approve the issue of the Placement Options under and for the purposes of Listing Rule 7.1.

## **10.3 Information required by Listing Rule 14.1A**

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded in calculating the Company's 15% limit in ASX Listing Rules 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

## **10.4 Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Placement Options will be issued to Hong Kong Xinhai Mining Services Limited and Australia Xinhai Mining Services (and/or their respective nominees);
- (b) a total of 8,444,000 Placement Options will be issued;
- (c) the Placement Options will be issued on the terms and conditions set out in Schedule 4;
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Placement Options will be issued for nil consideration and no funds will be raised from the issue of the Placement Options;
- (f) the Placement Options will be issued free attaching with the Placement Shares on the basis of one (1) Placement Option for every two (2) Placement Shares subscribed for and issued;
- (g) the Placement Options are not being issued under an agreement;
- (h) the Placement Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in this Notice in respect of Resolution 7.

## **10.5 Board Recommendation**

The Directors of the Company believe Resolution 7 is in the best interests of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolution. The Chair intends to vote all undirected proxies in favour of Resolution 7.

## SCHEDULE 2 – Issues of Equity Securities Since 29 November 2024 Under Rule 7.1A

Date	Description	Quantity	Class	Recipients	Issue price and discount to Market Price	Form of consideration
26/06/2025	<p>Shares issued under Tranche 1 of a placement using available capacity under both Listing Rule 7.1 and 7.1A.</p> <p>The Company obtained Shareholder ratification for the issue at a General Meeting held on 31 July 2025.</p>	6,589,985 Shares issued under Listing Rule 7.1A.	Shares	Sophisticated and professional investors who are existing clients of the lead manager or other participating brokers of the placement.	<p>The issue price of Shares issued under the Placement was \$0.105.</p> <p>The issue price represents a 22.22% discount to the last trading price of \$0.135 and 16.58% discount to the 15-day VWAP of \$0.126.</p>	<p>Cash</p> <p>Amount Raised – \$691,948.43</p> <p>Amount Spent - \$47,100.66</p> <p>Amount remaining - \$644,847.77</p> <p>The \$47,100.66 has been applied towards costs associated with the capital raising, including broker fees and ASX listing fees. The remaining balance of \$644,847.77 will be applied in accordance with the intended use of funds as set out in the Company's announcement dated 12 June 2025, being to advance SSH's growth and project pipeline, including the evaluation and commercialisation of low-grade gold stockpiles at the Mt Fisher Gold Project, mobilisation for the Gold Duke Project where SSH has been named preferred tenderer, execution of existing mining joint ventures and profit-share opportunities, assessment of direct project ownership and strategic acquisitions within the mining services sector, as well as general working capital across SSH Group operations.</p>
7/11/2025	Shares issued under a placement using available capacity under both Listing Rule 7.1 and 7.1A.	9,209,031 Shares issued under Listing Rule 7.1A.	Shares	Hong Kong Xinhai Mining Services Limited and Australia Xinhai Mining Services Pty Ltd	<p>The issue price of Shares issued under the Placement was \$0.15.</p> <p>The issue price represents a 3% premium to the last trading price of \$0.145 and 1% premium to the 15-day VWAP of \$0.1488.</p>	<p>Cash</p> <p>Amount Raised – \$1,381,354</p> <p>Amount Spent – Nil</p> <p>Amount remaining - \$1,381,354</p> <p>Intended use for remaining cash consideration - Accelerate operations, advance current project opportunities and support working capital requirements</p>

## SCHEDULE 4 – Terms and Conditions of Placement Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option is \$0.25 (**Exercise Price**).

(c) **Expiry Date**

Each Option will on 6 August 2027 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) 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.

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **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.

(k) **Transferability**

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

(l) **Quotation of Options**

The Company will seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unquoted.

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 24 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](mailto: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)

