



**Orpheus Uranium Limited ACN 008 084 848**  
**Notice of Extraordinary General Meeting**

**Date of Meeting: 13 February 2025**  
**Time of Meeting: 11:00am (Adelaide time)**  
**Venue: The offices of Taylor Collison, Level 16, 211 Victoria Square, Adelaide SA 5000**

# Notice of Extraordinary General Meeting

## Orpheus Uranium Limited ACN 008 084 848

Notice is given that an Extraordinary General Meeting (the **General Meeting** or **Meeting**) of the Shareholders of Orpheus Uranium Limited ACN 008 084 848 (**Orpheus** or **Company**) will be held as follows:

**Time:** 11:00am (Adelaide time)

**Date:** 13 February 2025

**Location:** The offices of Taylor Collison, Level 16, 211 Victoria Square Adelaide SA 5000

The Meeting will be a physical meeting. Online participation in the Meeting will not be available.

The business to be considered at the General Meeting is set out below. This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes. If you are in any doubt as to how you should vote on the Resolutions, you should consult your financial or other professional adviser.

### BUSINESS OF THE MEETING

#### 1. Ratification of the issue of the Placement Shares

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

*That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of the Placement Shares, details of which are set out in the Explanatory Notes, be ratified by Shareholders.*

Note: a voting exclusion applies to this Resolution.

#### 2. Approval of proposed issue of the Lead Manager Options

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

*'That the issue of 2,500,000 Lead Manager Options to the Lead Manager (or nominee(s)), details of which are set out in the Explanatory Notes, is approved under and for the purposes of Listing Rule 7.1 and for all other purposes.*

Note: a voting exclusion applies to this Resolution.

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### VOTING EXCLUSIONS

Orpheus will disregard any votes cast on any of the Resolutions in contravention of the *Corporations Act 2001* (Cth) (**Corporations Act**).

In accordance with Listing Rule 14.11, Orpheus will disregard votes cast in favour of the Resolutions by or on behalf of the persons set out below.

Resolution	Voting exclusion
Resolution 1 – Ratification of the issue of the Placement Shares	Any person who was issued Placement Shares and any of their Associates.
Resolution 2 – Approval of proposed issue of the Lead Manager Options	The Lead Manager (and its nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Lead Manager Options (except a benefit solely by reason of being a holder of ordinary Shares in the Company).

However, the voting exclusions set out above do not apply to a vote cast in favour of any of the above Resolutions if it is cast by:

- a person as proxy or attorney for a person entitled to vote on the Resolution in accordance with a direction given to the proxy or attorney to vote on the Resolution in that way;
- by the Chairman of the General Meeting, as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available proxies (where the Chairman has been appropriately authorised) in favour of each Resolution. If you do not wish the Chairman to vote in favour of a Resolution as your proxy, it is important that you complete the voting directions in the proxy form.

Dated 13 January 2025

By order of the Board



**Richard Willson**  
Company Secretary

## Explanatory Notes

These Explanatory Notes have been prepared to provide Shareholders with important information regarding the items of business of the General Meeting. They form part of the Notice of Meeting and should be read in conjunction with it.

### 1. Resolution 1 – Ratification of the issue of the Placement Shares

#### 1.1 Placement

On 28 November 2024, Orpheus announced a share placement to professional and sophisticated investors to raise \$1.66 million through the issue of 47,458,853 Shares (**Placement Shares**) at an offer price of \$0.035 per Placement Share (the **Placement**).

The lead manager of the Placement was Taylor Collison Limited (**Lead Manager**).

It is proposed that 2,500,000 options (the **Lead Manager Options**) will be issued to the Lead Manager as partial consideration for the conduct of the Placement. The Lead Manager Options will have an exercise price of \$0.0525 and will expire on the three year anniversary of their date of issue.

The issue of the Lead Manager Options is conditional on Shareholder approval, which is sought under Resolution 2.

The issue of the Placement Shares was undertaken utilising the Company's available capacity under Listing Rules 7.1 and 7.1A.

The proceeds of the Placement are being used to fund exploration of the Company's uranium projects in South Australia and the Northern Territory, developing Orpheus' geologically prospective project pipeline, general working capital and to pay the costs of the Placement.

#### 1.2 Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, subject to a number of exceptions prescribed in Listing Rule 7.2, Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period to 15% of the total number of shares that the company had on issue at the start of the 12 month period (**15% Placement Capacity**).

Under Listing Rule 7.1A, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase the 15% limit by an extra 10% to 25% for the 12 months following that annual general meeting (**10% Placement Facility**). The Company obtained approval under Listing Rule 7.1A for the 10% Placement Facility at its annual general meeting held on 18 November 2024.

The issue of the Placement Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up the 15% Placement Capacity and the 10% Placement Facility, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, equity securities, provided the issue did not breach Listing Rule 7.1 at the time of issue or agreement to issue. If shareholders subsequently approve the issue or agreement to issue under Listing Rule 7.4, the issue or agreement to 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 Listing Rule 7.1.

An issue of shares made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded when determining an entity's use of its 10% Placement Facility.

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 Rules 7.1 and 7.1A. To this end, Resolution 1 seeks Shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

### **1.3 Summary of Resolution 1 and Listing Rule 7.5 disclosures**

If Resolution 1 is passed, the issue of Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 (as extended to 25% under the 10% Placement Facility), effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 1 is not passed, the issue of the Placement Shares will be included in calculating Orpheus' 15% Placement Capacity (as extended by the 10% Placement Facility), effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12 month period following the issue of the Placement Shares.

For the purposes of Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) The issue of the Placement Shares utilised the Company's available capacity under Listing Rules 7.1 and 7.1A. as follows:
  - (i) 28,475,312 Placement Shares were issued utilising the Company's capacity under Listing Rule 7.1; and
  - (ii) 18,983,541 Placement Shares were issued utilising the Company's capacity under Listing Rule 7.1A.
- (b) The participants in the Placement were sophisticated and professional investors who were invited to participate in the Placement by agreement between the Company and the Lead Manager.
- (c) No related party of the Company, member of the Company's key management personnel or adviser to the Company, or Associate of any such persons, was issued more than 1% of the Company's total issued share capital under the Placement.
- (d) Certain substantial holders of the Company were issued Placement Shares under the Placement, as follows:
  - (i) Paul John Pheby was issued 7,118,824 Placement Shares under the Placement; and
  - (ii) Cleland Projects Pty Ltd was issued 8,827,342 Placement Shares under the Placement.
- (e) The Placement Shares were issued at an offer price of \$0.035 per Placement Share. The Company raised a total of \$1,661,059 (before costs) under the Placement.
- (f) The Placement Shares are fully paid ordinary shares ranking equally in all respects with the Company's other Shares on issue.
- (g) The Placement Shares were issued on 5 December 2024.
- (h) The proceeds of the Placement are being used to fund exploration of the Company's uranium projects in South Australia and the Northern Territory, general working capital and the costs of the Placement.
- (i) A voting exclusion statement is included in the Notice of Meeting.

### **1.4 Board recommendation**

The Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

## **2. Resolution 2 – Approval of proposed issue of the Lead Manager Options**

### **2.1 Background**

The background to Resolution 2 is set out in section 1.1 above.

Resolution 2 seeks Shareholder approval for the proposed issue of the Lead Manager Options.

## 2.2 Listing Rules 7.1, 7.1A and 7.4

Refer to section 1.2 above for a description of Listing Rules 7.1, 7.1A and 7.4.

The proposed issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval to the proposed issue of the Lead Manager Options to the Lead Manager (or nominee) under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 2 is not passed, the proposed issue of the Lead Manager Options will not proceed and the Lead Manager will not receive the Lead Manager Options.

## 2.3 Information provided in accordance with Listing Rule 7.3

For the purpose of Resolution 2, the following information is provided in relation to the proposed issue of the Lead Manager Options in accordance with Listing Rule 7.3:

- (a) If approved by Shareholders, the Lead Manager Options will be issued to the Lead Manager, Taylor Collison Limited, or its nominee(s).
- (b) The number of Lead Manager Options proposed to be issued is 2,500,000 Lead Manager Options.
- (c) Each Lead Manager Option is exercisable at a price of \$0.0525 at any time from the date of issue of the Lead Manager Options up to their expiry on the three year anniversary of the issue date (inclusive), but not thereafter.
- (d) If approved by Shareholders, the Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.
- (e) Each Lead Manager Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising a Lead Manager Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (f) If approved by Shareholders, it is anticipated that the Lead Manager Options will be issued on 17 February 2025, and in any event within 3 months of the date of the Meeting.
- (g) The issue price of the Lead Manager Options will be nil as the purpose of the proposed issue is as partial consideration for services provided by the Lead Manager in connection with the Placement.
- (h) No funds will be raised from the issue of the Lead Manager Options. Any funds raised from the exercise of the Lead Manager Options will be used to fund exploration of the Company's uranium projects in South Australia and the Northern Territory, in addition to developing Orpheus' geologically prospective project pipeline and for working capital purposes.
- (i) The Lead Manager Options are being offered to the Lead Manager pursuant to the terms of a mandate letter between the Company and the Lead Manager dated on or around 25 November 2024 (**Mandate Letter**). The Mandate Letter provided that the Lead Manager would act as sole lead manager and bookrunner on the Placement for cash fees of 6.0% of the total proceeds raised together with an option fee comprising the Lead Manager Options. The Mandate Letter otherwise contains standard provisions for an agreement of its nature: the Company provides representations, warranties and undertakings for the benefit of the Lead Manager and an indemnity, release and limitation of liability for the benefit of the Lead Manager and its associated persons. The company also agrees to pay the Lead Manager's reasonable costs of the Placement.
- (j) A voting exclusion statement in relation to Resolution 2 is included in the Notice.

## 2.4 Board recommendation

The Directors unanimously recommend that eligible Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

## Glossary

Term	Meaning
<b>15% Placement Capacity</b>	As defined in section 1.2 of the Explanatory Notes.
<b>10% Placement Facility</b>	As defined in section 1.2 of the Explanatory Notes.
<b>Associate</b>	As defined in the Listing Rules.
<b>ASX</b>	ASX Limited and the securities exchange it operates.
<b>Board</b>	The board of Directors of Orpheus.
<b>Chairman</b>	The chairman of the General Meeting.
<b>Company</b>	Orpheus.
<b>Director</b>	A director of Orpheus.
<b>Explanatory Notes</b>	The explanatory notes to the Notice of Meeting.
<b>General Meeting or Meeting</b>	The extraordinary general meeting of Shareholders convened by the Notice of Meeting.
<b>Lead Manager</b>	Taylor Collison Limited, the lead manager of the Placement.
<b>Lead Manager Options</b>	As defined in section 1.1 of the Explanatory Notes.
<b>Listing Rules</b>	The Listing Rules of the ASX.
<b>Notice of Meeting</b>	This Notice of Meeting convening the General Meeting, which includes (as the context requires) the Chairman's Letter, the Explanatory Notes, this Glossary and the proxy form.
<b>Orpheus</b>	Orpheus Uranium Limited (and, when the context requires, its wholly-owned direct and indirect subsidiaries).
<b>Placement</b>	As defined in section 1.1 of the Explanatory Notes.
<b>Placement Shares</b>	As defined in section 1.1 of the Explanatory Notes.
<b>Resolutions</b>	The resolutions contained in the Notice of Meeting.
<b>Share</b>	A fully paid ordinary share in the capital of Orpheus.
<b>Shareholders</b>	Holders of Shares.



## Schedule 1 – Summary of the terms of the Lead Manager Options

The Lead Manager Options (**Options**) entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) The Options are exercisable at a price of \$0.0525 each (**Exercise Price**) and expire on the third anniversary of their issue date (**Expiry Date**).
- (b) Each Option entitles the holder to subscribe for, and be issued, one fully paid ordinary share in the Company (**Share**).
- (c) No application for official quotation of the Options will be made. The Options will be unlisted options.
- (d) The Options will be registered in the name of the holder in an option register maintained by the Company's share registry pursuant to section 168(1)(b) of the *Corporations Act 2001* (Cth). The holder will be provided with a holding statement that sets out:
  - (i) the number of Options held by them;
  - (ii) the Exercise Price of the Options; and
  - (iii) the date of issue of the Options and the Option Exercise Period.
- (e) The Options are only transferrable with the Company's consent.
- (f) For such time as the Company is listed on the Australian Securities Exchange, the official listing rules of ASX (**Listing Rules**) will apply to the Options.
- (g) The Options do not carry any dividend entitlement until they are exercised. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (h) An Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless it has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (i) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
  - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
  - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (j) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (k) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
- (l) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (m) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (n) The Company must within a reasonable period give to each Option holder a notice of any change under paragraphs (j) to (l) to the Exercise Price of any Options or the number of Shares for which the holder is entitled to subscribe on exercise of an Option.
- (o) When exercising Options, an Option holder must give the Company or its Share Registry a Notice of Exercise of Options form (in a form approved by the Company), together with payment of the exercise monies payable to the Company in connection with the Options being exercised.
- (p) The Options are exercisable on any Business Day (as that term is defined in the Listing Rules) (**Business Day**) until the Expiry Date. An Option holder may only exercise Options in multiples of 500,000 unless the Option holder exercises all of its Options.
- (q) If an Option holder exercises less than the total number of its Options, the Company must issue the holder a new holding statement for the remaining number of Options held by the Option holder.
- (r) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form and payment in cleared funds is received by the Company in accordance with paragraphs (o) and (p). The Company shall within 10 days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder.
- (s) The Company will apply to ASX for official quotation of Shares issued as a result of the exercise of the Options on the date of issue of the Shares.
- (t) If required by the Listing Rules to do so, the Company will advise holders at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (u) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of South Australia. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of South Australia.

## Information for Shareholders

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### Eligibility

#### Shareholders

Shareholders will be eligible to vote and ask questions at the General Meeting if they are registered Shareholders as at 7.00pm (Adelaide time) on 11 February 2025. Shareholders attending the General Meeting can register from 10:30am (Adelaide time) on 13 February 2025 at the Venue. Please bring your proxy form to assist with your registration at the Meeting.

If you have any questions in relation to your Shareholding(s), please contact our share registry on +61 1300 737 760.

#### Proxies

A Shareholder entitled to be present and vote at the General Meeting is entitled to appoint a proxy. A proxy need not be a Shareholder.

The appointment of one or more proxies will not preclude a Shareholder from being present, voting and asking questions.

A Shareholder entitled to cast more than one vote on a Resolution may appoint two proxies, in which case the Shareholder should specify the proportion or number of votes that each proxy is appointed to exercise. If no proportions or numbers are specified, each proxy may exercise half of the Shareholder's votes.

Shareholders are encouraged to direct their proxies how to vote on each Resolution by selecting the 'for', 'against' or 'abstain' box for each item on the proxy form. If a proxy chooses to vote, then he/she must vote in accordance with the directions set out in the proxy appointment form.

If the Chairman is appointed, or taken to be appointed, as a proxy but the appointment does not direct the proxy how to vote on a Resolution, then the Chairman intends to exercise the relevant Shareholder's votes in favour of the relevant Resolution (subject to the other provisions of these notes, including any voting exclusions set out in this Notice).

In order for the proxy appointment to be valid, completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 11:00am (Adelaide time) on 11 February 2025 in one of the following ways:

By mail	Orpheus Uranium Limited, c/- Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
Online	<a href="https://www.votingonline.com.au/orpheusegm2025">https://www.votingonline.com.au/orpheusegm2025</a>
By mobile device	using the QR code in the proxy form
By fax	+61 2 9290 9655

#### Attorneys

A Shareholder may appoint an attorney to participate in the General Meeting, including vote, on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by our share registry by no later than 10:30am (Adelaide time) on 13 February 2025.

#### Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the General Meeting in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will be present in person or virtually at the Meeting.

Representatives should provide satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to Orpheus).

If a representative of the corporation is to attend the Meeting virtually the appropriate “Certificate of Appointment of Corporate Representative” must be received at [richard@orpheusuranium.com](mailto:richard@orpheusuranium.com) prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from our share registry or online at [boardroomlimited.com.au](http://boardroomlimited.com.au).

## **Voting and questions**

### **Voting**

Shareholders can vote:

- by attending the Meeting and voting in person or by attorney or, in the case of body corporate shareholders, by corporate representative;
- by appointing a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder.

Shareholders are encouraged to lodge your vote online ahead of the Meeting by visiting [www.votingonline.com.au/orpheusegm2025](http://www.votingonline.com.au/orpheusegm2025)

Shareholders’ questions are welcome at the Meeting.

### **How to ask questions prior to the General Meeting**

Shareholders are encouraged to submit questions before the Meeting so that Orpheus can consider and address relevant questions. Questions can be submitted by Shareholders before the Meeting by emailing [richard@orpheusuranium.com](mailto:richard@orpheusuranium.com).

### **Poll**

The Chairman will call a poll on each of the Resolutions set out in this Notice of Meeting.

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Adelaide Time) Tuesday, 11 February 2025.**

### 🖨 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

- STEP 1: VISIT** <https://www.votingonline.com.au/orpheusegm2025>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (Adelaide Time) Tuesday, 11 February 2025**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/orpheusegm2025>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.  
**Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Orpheus Uranium Limited** (Company) and entitled to attend and vote hereby appoint:

☐

 the Chair of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **the Offices Taylor Collison, Level 16, 211 Victoria Square, Adelaide SA 5000 on Thursday, 13 February, 2025 at 11:00am/(Adelaide Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of the issue of the Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of proposed issue of the Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2025