



Registry communications to:
Automic
GPO Box 5193
Sydney NSW 2001
<https://automicgroup.com.au/>

Native Mineral Resources Holdings Limited Extraordinary General Meeting

Dear Shareholder

Native Mineral Resources Holdings Limited (**NMR** or **Company**) will be holding an extraordinary general meeting at 10:00 am (AEST) on Wednesday, 3 September 2025 (**Meeting**).

Notice of Meeting

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending physical copies of the Notice of Meeting to Shareholders unless they have made a valid election to receive documents by post.

Instead, the Notice of Meeting is being made available to Shareholders electronically and can be viewed and downloaded from the Company's website: <https://nmresources.com.au/investors/asx-announcements/>. The Notice of Meeting will also be available on the Company's ASX market announcements page at: <https://www.asx.com.au/markets/company/nmr>.

Attending the meeting in person

The Meeting will be held at:

Source Governance
Boardroom 37.3
Level 37, 180 George Street
Sydney NSW 2000

Make your vote count

Voting at the Meeting will occur by poll. You are encouraged to complete and lodge your proxy online or otherwise in accordance with the instructions set out in the proxy form and Notice of Meeting. A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic:

Online:

Use your computer or smartphone to appoint a proxy at: <https://investor.automic.com.au/#/loginsah>

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

Your proxy voting instruction must be received by 10:00 am (AEST) on Monday, 1 September 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy instructions received after that time will not be valid for the Meeting.

Additional information

The Notice of Meeting 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, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

The Company strongly encourages all Shareholders to submit their directed proxy votes in advance of the Meeting. If there is any impact on the proposed arrangements for the Meeting, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on the website at: <https://nmresources.com.au/investors/asx-announcements/>.

Authorised by the Board of Native Mineral Resources Holdings Limited

Notice of Extraordinary General Meeting Native Mineral Resources Holdings Limited ACN 643 293 716

Date	Wednesday, 3 September 2025
Time	10:00 am (AEST)
Location	Source Governance Boardroom 37.3 Level 37, 180 George Street Sydney NSW 2000

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Native Mineral Resources Holdings Limited (the **Company**) will be held in person on Wednesday, 3 September 2025 commencing at 10:00 am (AEST).

This notice of Extraordinary General Meeting (**Notice**) is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Extraordinary General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.



BUSINESS OF THE MEETING

Item 1 – Ratification of Prior Issue of Shares (Resolution 1)

To consider, an if thought fit, pass the following resolution as an ordinary resolution of the Company:

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue of 60,312,500 Shares on 16 July 2025 at the issue price of \$0.16 per Share, on the terms and conditions described in the Explanatory Notes.”

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

- persons who participated in the Placement announced to the ASX on 9 July 2025; or
- an associate of persons who participated in the Placement.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided 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.

Item 2 – Approval to Issue Shares to Related Parties (Resolution 2)

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be and is hereby given to issue up to 2,187,500 Shares at an issue price of \$0.16 per Share to the Related Parties on the terms and conditions set out in the Explanatory Notes.”

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

- the Related Parties;
- 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); and
- their associates,

However, this does not apply to a vote cast in favour of Resolution 2 by:

- 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
- 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
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided 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.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) and *ASX Settlement Operating Rule 5.6.1*, that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEST) on Monday, 1 September 2025 (the **Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to participate in and vote at the Meeting.

PARTICIPATING IN THE MEETING

The Board is looking forward to welcoming Shareholders to the Meeting in person.

The Company will provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business. Shareholders are encouraged to submit questions in advance of the Meeting to the Company Secretary at natalie.teo@sourceservices.com.au by Wednesday, 20 August 2025.

If you have been nominated as a third-party proxy, or for any enquiries relating to participation, please contact the Company's share registry Automic on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

VOTING AT THE MEETING AND APPOINTMENT OF PROXIES

Voting on all items of business will be decided by way of a poll. The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Shareholders are encouraged to lodge a directed proxy before the proxy deadline even if they plan to attend the Meeting.

Shareholders may vote at the Meeting in either of two ways:

- during the Meeting, while participating in the Meeting; or
- by appointing a proxy prior to the deadline of 10:00 am (AEST) on Monday, 1 September 2025.

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice.

The Proxy Form provides further information on appointing Proxies and lodging Proxy Forms. The Proxy Form must be received by the Company no later than 10:00 am (AEST) on Monday, 1 September 2025 (**Proxy Deadline**).

Shareholders who have not received their personalised Proxy Form should contact the Company's share registry Automic on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas) or at meetings@automicgroup.com.au as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Proxy Voting by the Chair

With respect to all Items of business, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Chair intends to vote all such undirected proxies **IN FAVOUR** of the Resolutions in the Notice of Meeting.

Proxy Forms Signed by Attorneys

If the Proxy Form is signed by an attorney, either the relevant original power of attorney or a certified copy of it must also be submitted by mail or delivered by hand and must be received by the Company's share registry before the Proxy Deadline.

CORPORATE REPRESENTATIVES AND CORPORATE PROXIES

Bodies Corporate who are Shareholders, or who have been appointed as proxies, may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

The Company requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing appointment to the share registry before the Proxy Deadline.

ASKING QUESTIONS – BEFORE AND AT THE MEETING

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at natalie.teo@sourceservices.com.au by Wednesday, 20 August 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business. In order to ask questions during the Meeting, please follow the instructions from the Chair, noting that the Chair may request that Shareholders identify themselves prior to asking a question.

By order of the Board



Natalie Teo
Company Secretary
Native Mineral Resources Holdings Limited

5 August 2025



EXPLANATORY NOTES

These Explanatory Notes provide additional information on matters to be considered at the Extraordinary General Meeting (**Meeting**). These Explanatory Notes form part of the Notice which should be read in its entirety. The Explanatory Notes contains terms and conditions on which the resolutions will be voted.

Item 1 – Ratification of Prior Issue of Shares (Resolution 1)

Background

On 9 July 2025, the Company announced it had received commitments for a \$10 million placement (**Placement**) to fund remaining capital works for the Blackjack Mill and associated working capital at the Company's Charters Towers Gold Project. Blue Ocean Equities Pty Ltd (**Lead Manager**) acted as Lead Manager to the Placement and received a 6% management and capital raising fee of the proceeds on settlement.

On 16 July 2025, the Company issued 60,312,500 Shares at \$0.16 per Share (**Placement Shares**) pursuant to the Company's capacity under ASX Listing Rule 7.1.

The remaining 2,187,500 Shares at \$0.16 per share (**Conditional Placement Shares**) are to be issued pursuant to shareholder approval under ASX Listing Rule 10.11 approving participation in the Placement by investors who are considered to be related parties of the Company (see Resolution 2).

ASX Listing Rules 7.1 and 7.4

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

The Placement Shares did not fit within any of the exceptions set out in ASX Listing Rule 7.2 and, as it has not yet been approved by the Company's shareholders, effectively uses a portion of the Company's 15% limit under ASX Listing Rule 7.1 and thus reduces the Company's capacity to issue further securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the date of issue of the Placement Shares.

ASX Listing Rule 7.4 allows the Company to seek Shareholder approval to ratify the issue of securities pursuant to ASX Listing Rule 7.1 after it has been made or agreed to be made. Such approval "refreshes" the Company's ability to issue securities up to 15% of its issued capital in a 12-month period without Shareholder approval under ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional securities without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1. To this end, Resolution 1 seeks such approval to ratify the issue of the Placement Shares for the purposes of ASX Listing Rule 7.4.

Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided in relation to Resolution 1:

- (a) The Placement Shares were issued to various sophisticated and professional investors nominated by the Lead Manager from its client base of investors who invest in mining exploration companies. These investors are not Related Parties of the Company.
- (b) There were 60,312,500 Placement Shares issued.
- (c) The Placement Shares were issued as ordinary shares and were fully paid.
- (d) The Placement Shares were issued on 16 July 2025.
- (e) The Placement Shares were issued for \$0.16 per Share.

- (f) The funds raised from the issue of the Placement Shares are intended to fund remaining capital works for the Blackjack Mill and associated working capital at the Company's Charters Towers Project.
- (g) A Voting Exclusion Statement applies in respect of Resolution 1.

Information required by ASX Listing Rule 14.1A

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's combined 15% limit pursuant to ASX Listing Rule 7.1, effectively increasing the number of securities the Company 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 the Company's 15% limit pursuant to ASX Listing Rule 7.1, effectively decreasing the number of securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

Board Recommendation

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

Chair's Voting Intentions

The Chair of the Meeting intends to vote undirected proxies issued to them in favour of Resolution 1.

Item 2 – Approval to Issue Shares to Related Parties (Resolution 2)

Background

As set out under Item 1, the Company proposes to issue a total of 2,187,500 Conditional Placement Shares at \$0.16 per Share to the Related Parties in the proportions set out in the table below, subject to receipt of shareholder approval under ASX Listing Rule 10.11.

Related Party	Conditional Placement Shares	Committed Amount
Mrs Belinda Rodger	1,875,000	\$300,000
Mr Will Cannavo	312,500	\$50,000

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue securities to the following persons without the approval of its shareholders:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the Company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (ASX Listing Rule 10.11.3);
- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or

- (e) a person whose relation with the company or a person referred to in ASX 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 (ASX Listing Rule 10.11.5).

Mrs Belinda Rodger and Mr Will Cannavo are each a related party of the Company by virtue of being the spouse and child of Mr Blake Cannavo, a Director of the Company, and therefore Shareholder approval pursuant to ASX Listing Rule 10.11 is required for the issue of 2,187,500 Conditional Placement Shares.

Chapter 2E of the Corporations Act

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 must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) 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 Directors (other than Mr Cannavo) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Conditional Placement Shares as the terms of issue are the same as the Placement Shares and as such the giving of the financial benefit is on arm's length terms. Accordingly, the Company is not seeking approval under Chapter 2E of the Corporations Act.

Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to Resolution 2:

- (1) The Conditional Placement Shares will be issued to Mrs Belinda Rodger and Mr Will Cannavo, who fall within the category set out in ASX Listing Rule 10.11.1 as the spouse and child of Mr Blake Cannavo, a Director.
- (2) The maximum number of Conditional Placement Shares to be issued is 2,187,500 at \$0.16 per Share.
- (3) The Conditional Placement Shares will be ordinary fully paid shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (4) The Conditional Placement Shares will be issued no later than one month after the date of the Meeting.
- (5) The Conditional Placement Shares will be issued at \$0.16 each, being the same issue price as the Placement Shares, and will raise up to \$350,000 (before costs).
- (6) The intended use of funds raised from the Conditional Placement Shares is the same as outlined in Item 1 above.
- (7) There are no other material terms to the proposed issue of the Conditional Placement Shares.
- (8) A Voting Exclusion Statement applies in respect of Resolution 2.

Information required by ASX Listing Rule 14.1A

The effect of Shareholders passing Resolution 2 will be to allow the Company to issue the Conditional Placement Shares, raising up to \$350,000 (before costs). Approval of this resolution will also result in the Shares issued to the Related Parties being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Conditional Placement Shares issued to the Related Parties will not use up any of the Company's 15% limit available under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Conditional Placement Shares and will not receive the additional \$350,000 (before costs) committed by the Related Parties under the Placement.

Board Recommendation

The Directors (other than Mr Cannavo) recommend that Shareholders vote in favour of Resolution 2.

Chair's Voting Intentions

The Chair of the Meeting intends to vote undirected proxies issued to them in favour of Resolution 2.



GLOSSARY

\$ or A\$ means Australian Dollars.

AEST means Australian Eastern Standard Time as observed in Sydney, Australia.

Extraordinary General Meeting or Meeting or EGM means the meeting convened by this Notice.

Associate has the same meaning as that under the Corporations Act.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the current board of directors of the Company.

Company or NMR means Native Mineral Resources Holdings Limited (ACN 643 293 716).

Conditional Placement Shares has the meaning given in Item 1.

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Equity Securities or Securities has the meaning given to that term in the ASX Listing Rules.

Explanatory Notes means the explanatory notes accompanying the Notice.

Lead Manager has the meaning given in Item 1.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice or Notice of Meeting or Notice of Extraordinary General Meeting means this notice of Extraordinary general meeting and the Explanatory Notes.

Placement has the meaning given in Item 1.

Placement Shares has the meaning given in Item 1.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given in Item 2.

Shares means fully paid ordinary shares in the capital of the Company.

Shareholder or Shareholders means a holder of a Share or Shares.

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AEST) on Monday, 01 September 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:

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PHONE:

1300 288 664 (Within Australia)
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