

20 June 2025

Dear Shareholder

Nimy Resources Ltd General Meeting – Notice and Proxy Form

Notice is hereby given that a General Meeting (**Meeting**) of Shareholders of Nimy Resources Limited (“Nimy” or “**the Company**”) (ASX:NIM) will be held at Nexia Perth (Company Secretarial office of Nimy Resources Ltd), **Level 4, 88 William Street, Perth WA 6000** on **Wednesday, 23 July 2025** at **10:00am (WST)**.

The Board has made the decision that it will hold a physical meeting and in accordance with current legislation, the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**). Instead, a copy of the NOM is available at www.nimy.com.au as well as on the ASX announcement platform.

As you have not elected to receive notices by email, a copy of your proxy form is enclosed for your convenience. Shareholders are encouraged to complete and return their Proxy Form by:

- post to Automic Share Registry, GPO Box 5193, Sydney NSW 2001; or
- in person to Nimy Resources Limited, 254 Adelaide Terrace, Perth WA 6000; or
- facsimile to Automic Share Registry on facsimile number +61 2 8583 3040; or
- email to the Company at meetings@automicgroup.com.au.

Your proxy voting instruction must be received by 10.00am (AWST) on Monday, 21 July 2025, being not less than 48 hours before the commencement of the Meeting.

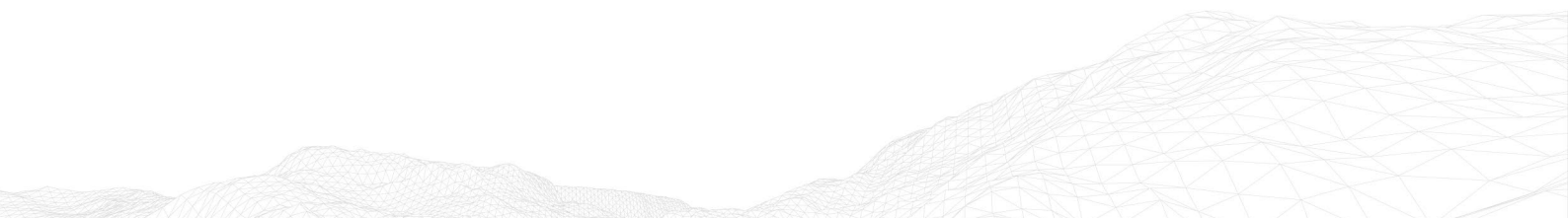
Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM 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 on +61 (08) 9261 4600 or the Company Secretary on +61 (08) 9463 2463.

For and on behalf of the Board

Henko Vos
Company Secretary





NIMY RESOURCES LIMITED

ACN 155 855 986

NOTICE OF GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

TIME: 10:00am (WST)

DATE: Wednesday, 23 July 2025

PLACE: Nexia Perth (Company Secretarial office of Nimy Resources Ltd)
Level 4
88 William Street
Perth WA 6000

Shareholders are urged to attend or vote by lodging the proxy form accompanying this Notice.

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

Should you wish to discuss the matters in this Notice of General Meeting, please do not hesitate to contact the Company Secretary on (+61 8) 9463 2463.

IMPORTANT INFORMATION

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IMPORTANT DATES

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	10:00am (WST) on Monday, 21 July 2025
Snapshot date for eligibility to vote	5:00pm (WST) on Monday, 21 July 2025
General Meeting	10:00am (WST) on Wednesday, 23 July 2025

DEFINED TERMS

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

OTHER INFORMATION

- The General Meeting will be a physical meeting held at Nexia Perth (Company Secretarial office of Nimy Resources Ltd), being **Level 4, 88 William Street, Perth WA 6000**, at which Shareholders may attend in person or by proxy.
- **Shareholders are encouraged to vote by proxy.** Voting on all Resolutions will be conducted by poll and not by show of hands.
- Questions for the Board of Directors can be emailed to info@nimyresources.com.au and must be received no later than **5:00pm (WST) on Monday, 21 July 2025**.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at **10:00am (WST)** on **Wednesday, 23 July 2025** at Nexia Perth (Company Secretarial office of Nimy Resources Ltd), being **Level 4, 88 William Street, Perth, Western Australia**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of General Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at **5:00pm (WST)** on **Monday, 21 July 2025**.

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Shares Issued to February 2025 Placement Participants (Non-Related Parties)

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

- (a) *“That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue by the Company to the February 2025 Placement Participants of 5,304,950 February 2025 Placement Shares issued at a price of \$0.055 each, utilising the Company’s placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”*
- (b) *“That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue by the Company to the February 2025 Placement Participants of 15,604,140 February 2025 Placement Shares issued at a price of \$0.055 each, utilising the Company’s placement capacity under Listing Rule 7.1A, in the manner and on the terms and conditions set out in the Explanatory Statement.”*

2. Resolution 2 – Approval to Issue Series A Unlisted Options to February 2025 Placement Participants (Non-Related Parties)

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

“That, under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue by the Company to the February 2025 Placement Participants of 10,454,545 free attaching Series A Unlisted Options, each exercisable at \$0.10 on or before 30 June 2028, in the manner and on the terms and conditions set out in the Explanatory Statement.”

3. Resolution 3 – Ratification of Prior Issue of Series A Unlisted Options to Joint Lead Manager, GBA Capital Pty Ltd (Non-Related Party)

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

That, under and for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders hereby ratify the issue of 5,000,000 Series A Unlisted Options to Joint Lead Manager, GBA Capital Pty Ltd, and/or its nominee(s), each exercisable at \$0.10 on or before 30 June 2028 as a part payment of fees for arranging and managing the Share Placement in February 2025, utilising the Company’s placement capacity under Listing Rule 7.1, in the manner and on the terms and conditions set out in the Explanatory Statement.”

4. Resolution 4 – Approval to Issue Series A Unlisted Options to Joint Lead Manager, Charles Street Capital Pty Ltd (Related Party)

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

“That, under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue of 5,000,000 Series A Unlisted Options to Joint Lead Manager, Charles Street Capital Pty Ltd, and/or its nominee(s), each exercisable at \$0.10 on or before 30 June 2028 as a part payment of fees for arranging and managing the Share Placement in February 2025, in the manner and on the terms and conditions set out in the Explanatory Statement.”

5. Resolution 5 – Approval to Issue Series B Unlisted Options to May 2025 Placement Participants (Non-Related Parties)

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

“That, under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue by the Company to the May 2025 Placement Participants of 16,176,471 free attaching Series B Unlisted Options, each exercisable at \$0.135 on or before 3 years from the date of issue, in the manner and on the terms and conditions set out in the Explanatory Statement.”

6. Resolution 6 – Approval to Issue Series B Unlisted Options to Joint Lead Manager, GBA Capital Pty Ltd (Non-Related Party)

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

“That, under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue of 2,000,000 Series B Unlisted Options to Joint Lead Manager, GBA Capital Pty Ltd, and/or its nominee(s), each exercisable at \$0.135 on or before 3 years from the date of issue, as a part payment of fees for arranging and managing the Share Placement in May 2025, in the manner and on the terms and conditions set out in the Explanatory Statement.”

7. Resolution 7 – Approval to Issue Series B Unlisted Options to Joint Lead Manager, Charles Street Capital Pty Ltd (Related Party)

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

“That, under and for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders hereby approve the issue of 6,000,000 Series B Unlisted Options to Joint Lead Manager, Charles Street Capital Pty Ltd, and/or its nominee(s), each exercisable at \$0.135 on or before 3 years from the date of issue, as a part payment of fees for arranging and managing the Share Placement in May 2025, in the manner and on the terms and conditions set out in the Explanatory Statement.”

8. Resolution 8 – Potential Placement – Approval of Share Issue under Listing Rule 7.1

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

“That, under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders hereby approve the issue of up to 40,000,000 Placement Shares, on the terms and conditions set out in the Explanatory Statement.”

DATED: 10 JUNE 2025

BY ORDER OF THE BOARD

HENKO VOS
COMPANY SECRETARY

VOTING PROHIBITIONS & EXCLUSIONS

CORPORATIONS ACT VOTING PROHIBITIONS

Resolution	Excluded persons	Exception
Resolutions 4 and 7	In accordance with section 224 of the Corporations Act, a vote on Resolutions 4 and 7 must not be cast (in any capacity) by or on behalf of a 'related party' (as defined in the Corporations Act) to whom the Resolution would permit a financial benefit to be given, or an 'associate' (as defined in the Corporations Act) of such a related party (Excluded Party). In accordance with section 250BD of the Corporations Act, a vote on Resolutions 4 and 7 must not be cast, and the Company will disregard votes cast: (a) by or on behalf of a member of Key Management Personnel or their Closely Related Parties, regardless of the capacity in which the vote is cast; or (b) by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. Any ineligible votes will not be counted in working out a percentage of votes cast or whether the Resolutions are approved.	However, a vote is not prohibited and will not be disregarded if the vote is cast by a proxy on behalf of a person entitled to vote on the Resolution: (a) in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or (b) by the Chairperson in accordance with the express authorisation in the proxy appointment to exercise the proxy even though it would permit a financial benefit to be given to an Excluded Party or their Associate and is connected with the remuneration of a member of Key Management Personnel.

ASX VOTING EXCLUSION STATEMENTS

For the purposes of ASX Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons.

Resolution	Excluded persons	Exception
Resolutions 1(a) and 1(b)	The February 2025 Placement Participants, being persons who participated in the issue, or an Associate of those persons.	However, this does not apply to a vote cast in favour of these 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 respective 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 Resolutions, in accordance with a direction given to the Chair to vote on the respective 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: - 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 respective Resolution; and - the holder votes on the respective Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolutions 2 and 5	The Placement Participants, any Associate of a Placement Participant, and any other person who will obtain a material benefit as a result of the issue of Series A Unlisted Options and Series B Unlisted Options, (except a benefit received solely by reason of being a Shareholder in the Company).	
Resolution 3	The Joint Lead Manager, being GBA Capital Pty Ltd, and/or its nominee(s), to whom Series A Unlisted Options were issued to.	
Resolutions 4 and 7	The Joint Lead Manager, being Charles Street Capital Pty Ltd, and/or its nominee(s), and any Associates of Charles Street Capital Pty Ltd (or their nominees), and any other person who will obtain a material benefit as a result of the issue of Series A Unlisted Options and Series B Unlisted Options (except a benefit solely by reason of being a Shareholder in the Company).	
Resolution 6	The Joint Lead Manager, being GBA Capital Pty Ltd, and/or its nominee(s), and any Associates of GBA Capital Pty Ltd (or their nominees), and any other person who will obtain a material benefit as a result of the issue of Series B Unlisted Options (except a benefit solely by reason of being a Shareholder in the Company).	
Resolution 8	A person or entity who is expected to participate in, or 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 entity) or an associate of that person (or those persons).	

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **10:00am (WST) on Wednesday, 23 July 2025** at:

Nexia Perth (Company Secretarial office of Nimy Resources Ltd)
Level 4
88 William Street
Perth, Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place or method set out above.

VOTING BY PROXY

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or by fax or email by on **10:00am (WST) on Monday, 21 July 2025**.

By mail:	Automic, GPO Box 5193, Sydney, NSW, 2001, Australia
In person:	Automic, Level 5, 126 Phillip Street, Sydney, NSW
By fax	02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia)
By email:	meetings@automicgroup.com.au

A Proxy Form received after that time will not be valid.

APPOINTMENT OF A PROXY

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning Automic Share Registry on 1300 288 664 (within Australia) or +61 (2) 9698 5414 (outside Australia).

Please note, it is recommended Shareholders complete the attached proxy form and send to the Company via the communication methods outlined above.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

CORPORATE SHAREHOLDERS

Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson Voting Undirected Proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **FOR** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting Entitlement (Snapshot Date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on Monday, 21 July 2025**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

Questions for the Board of Directors can be submitted in the same manner as outlined above for the lodgement of Proxy Forms and must be received by no later than **5:00pm (WST) on Monday, 21 July 2025**. The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at **10:00am (WST) on Wednesday, 23 July 2025** at Nexia Perth (Company Secretarial office of Nimy Resources Ltd), being **Level 4, 88 William Street, Perth WA 6000, Western Australia**.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on all the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. RESOLUTIONS 1(A) AND 1(B) – RATIFICATION OF SHARES ISSUED TO FEBRUARY 2025 PLACEMENT PARTICIPANTS (NON-RELATED PARTIES)

1.1 Background Information

On 26 February 2025, the Company announced it had received firm commitments from various sophisticated, professional and otherwise exempt investors (**February 2025 Placement Participants**) identified by Joint Lead Managers, GBA Capital Pty Ltd (**GBA Capital**) and Charles Street Capital Pty Ltd (**Charles Street Capital**) to raise \$1.15 million (before costs) through the issue of 20,909,090 Shares in the Company at an issue price of \$0.055 per Share (**February 2025 Placement Shares**).

The Placement was conducted in tranches comprising the following:

- (a) a private placement of 20,909,090 February 2025 Placement Shares to the February 2025 Placement Participants (who are not Related Parties of the Company), at an issue price of \$0.055 per February 2025 Placement Share, comprising:
 - 5,304,950 February 2025 Placement Shares issued pursuant to the Company's "15%" placement capacity afforded under Listing Rule 7.1; and
 - 15,604,140 February 2025 Placement Shares issued pursuant to the Company's "10%" additional placement capacity afforded under Listing Rule 7.1A; and
- (b) the grant of 10,454,545 Unlisted Options, each exercisable at \$0.10 on or before 30 June 2028 (**Series A Unlisted Options**), to be granted to the February 2025 Placement Participants on the basis of one Series A Unlisted Option granted for every two February 2025 Placement Shares issued, for no additional consideration, subject to Shareholder approval (with the approval for this issue being the subject of Resolution 2).

The February 2025 Placement Shares issued to the February 2025 Placement Participants were issued by the Company on 10 March 2025 using the Company's issuing capacities under Listing Rules 7.1 and 7.1A.

1.2 Use of Funds Raised under the February 2025 Placement

Funds raised from the February 2025 Placement, together with the Company's existing cash reserves, have been used to undertake a 22-hole drill program at the high-grade Block 3 gallium discovery, where Nimy has already outlined extensive mineralisation, and for general working capital purposes.

1.3 Listing Rule 7.1 – Requirement for Shareholder Approval

As described in Section 1.1 above, the Company has issued a total of 20,909,090 February 2025 Placement Shares under the Placement to the February 2025 Placement Participants. None of the February 2025 Placement Participants who participated in the issue of 20,909,090 February 2025 Placement Shares were or are Directors or other Related Parties of the Company.

Resolutions 1(a) and 1(b) are ordinary resolutions seeking ratification from Shareholders for the prior issue of 20,909,090 February 2025 Placement Shares.

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

The issue of the February 2025 Placement Shares does not fall within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses 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 from the issue date of the February 2025 Placement Shares.

A Listing Rule 7.1A mandate allows an entity to increase its 15% limit in Listing Rule 7.1 by an extra 10% if Shareholders approve a special resolution at a company's General Meeting. The Company's Shareholders approved the extra 10% placement capacity mandate pursuant to Listing Rule 7.1A at the Company's Annual General Meeting held on 28 November 2024, allowing the Company the ability to place a total of 25% of the fully paid ordinary shares it had on issue at the start of that period.

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 into the future without having to obtain Shareholder approval for such issue under Listing Rules 7.1 and 7.1A.

If Resolutions 1(a) and 1(b) are passed, the issue of the February 2025 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 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 1(a) and 1(b) are not passed, the issue of the February 2025 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

1.4 Listing Rule 7.5 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

(a) Persons to whom the securities were issued or the basis on which those persons were determined

The February 2025 Placement Shares were issued to professional, sophisticated and otherwise exempt investors who are clients of GBA Capital and Charles Street Capital, who acted as Joint Lead Managers and corporate advisory to the Placement. The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

Each February 2025 Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

None of the February 2025 Placement Participants are related parties of the Company, members of the Company's key management personnel, a substantial holder, an advisor or an associate of these parties, with no February 2025 Placement Shares issued to any party greater than 1% of the Company's issued capital at the time of issue.

(b) The number and class of securities issued

20,909,090 February 2025 Placement Shares were issued to the February 2025 Placement Participants utilising the Company's placement capacities pursuant to Listing Rules 7.1 and 7.1A. The February 2025 Placement Shares are fully paid ordinary Shares ranking equally with the Company's existing Shares then on issue.

- in respect of Resolution 1(a) – 5,304,950 February 2025 Placement Shares were issued to the February 2025 Placement Participants utilising the Company's placement capacity pursuant to Listing Rule 7.1; and
- in respect of Resolution 1(b) – 15,604,140 February 2025 Placement Shares were issued to the February 2025 Placement Participants utilising the Company's additional placement capacity pursuant to Listing Rule 7.1A.

The February 2025 Placement Shares are fully paid ordinary Shares ranking equally with the Company's existing Shares then on issue.

(c) Date on which the securities were issued

The February 2025 Placement Shares in respect of Resolutions 1(a) and 1(b) were issued by the Company on 10 March 2025.

(d) Price at which the securities were issued

For Resolutions 1(a) and (b), the February 2025 Placement Shares were issued to the February 2025 Placement Participants at an issue price of \$0.055 per Placement Share. This included a free attaching Series A Unlisted Option on the basis of one Series A Unlisted Option for every two February 2025 Placement Shares subscribed for. The issue of Series A Unlisted Options is the subject of Resolution 2.

(e) Purpose of issue and the use or intended use of the funds raised

The Company used the funds raised from the issue of the February 2025 Placement Shares for the purposes described in Section 1.2 of this Notice.

(f) Issued under an agreement

The issue of the February 2025 Placement Shares was not made under an agreement.

(g) Voting exclusion

A voting exclusion statement in respect of Resolutions 1(a) and 1(b) is included in this Notice.

1.5 Directors' Recommendation – Resolutions 1(a) and 1(b)

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1(a) and Resolution 1(b) as it will refresh the Company's issuing capacity under Listing Rule 7.1 and 7.1A, respectively, and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

2. RESOLUTION 2 – APPROVAL TO ISSUE SERIES A UNLISTED OPTIONS TO FEBRUARY 2025 PLACEMENT PARTICIPANTS (NON-RELATED PARTIES)

2.1 Background Information

As described in Section 1.1 above, the Company agreed to issue 10,454,545 Unlisted Options, each exercisable to one Share at \$0.10 and expiring on or before 30 June 2028 (**Series A Unlisted Options**), to the February 2025 Placement Participants, on the basis of one free attaching Option for every two February 2025 Placement Shares subscribed for.

2.2 Listing Rule 7.1 – Requirement for Shareholder Approval

Resolution 2 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 10,454,545 Series A Unlisted Options to the February 2025 Placement Participants.

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

The issue of Series A Unlisted Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To this end, Resolution 2 seeks Shareholder approval for the issue of Series A Unlisted Options 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 Series A Unlisted Options to the February 2025 Placement Participants, and the Company will potentially raise up to \$1,045,454 if all Series A Unlisted Options are exercised before their expiry date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Series A Unlisted Options to the February 2025 Placement Participants, and the Company will not potentially raise up to \$1,045,454, on the exercise of all Series A Unlisted Options.

2.3 Listing Rule 7.3 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 2:

(a) The names of the persons to whom the securities will be issued or the basis on which those persons were determined

The Series A Unlisted Options are proposed to be issued to the February 2025 Placement Participants, being various sophisticated, professional and otherwise exempt investors identified by the Joint Lead Managers, and the Company.

None of the February 2025 Placement Participants are related parties of the Company, members of the Company's key management personnel, a substantial holder, an advisor or an associate of these parties, with no February 2025 Placement Shares issued to any party greater than 1% of the Company's issued capital at the time of issue.

(b) The number and class of securities to be issued

Subject to approval of Resolution 2, 10,454,545 Series A Unlisted Options will be issued to the February 2025 Placement Participants.

(c) A summary of the material terms of the securities

The Series A Unlisted Options are exercisable at \$0.10 each and expires on 30 June 2028.

Each Series A Unlisted Option is exercisable into one Share that ranks equally with all existing Shares on issue. The terms of Series A Unlisted Options are set out in Schedule 1.

The Company will not seek quotation of Series A Unlisted Options.

(d) The date on which the securities will be issued

The Company anticipates that Series A Unlisted Options will be issued on one date shortly following the conclusion of the Meeting, and in any event, no later than 3 months after the date of the Meeting.

(e) The price or consideration that the entity has received or will receive for the issue

The Series A Unlisted Options will be issued at nil issue price per Option, being free attaching to the February 2025 Placement Shares, the subject of Resolutions 1(a) and 1(b).

(f) **The purpose of issue and the use or intended use of the funds raised**

No amount will be raised on the issue of the Series A Unlisted Options, being free attaching options to the February 2025 Placement Shares issued.

If all Series A Unlisted Options are exercised prior to their expiry date, the Company will raise up to \$1,045,454 on receipt of the exercise price for the Series A Unlisted Options, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The issue of Series A Unlisted Options is not made under an agreement.

(h) **A voting exclusion statement**

A voting exclusion statement in respect of Resolution 2 is included in this Notice.

2.4 Directors' Recommendation – Resolution 2

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will refresh the Company's issuing capacity under Listing Rule 7.1, giving the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required. Further, it will enable the Company to raise up to \$1,045,454 in funds if all Series A Unlisted Options are issued and all are exercised prior to their expiry date.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SERIES A UNLISTED OPTIONS TO JOINT LEAD MANAGER, GBA CAPITAL PTY LTD (NON-RELATED PARTY)

3.1 Background Information

As described in section 1.1 above, the Company completed a Placement on 26 February 2025, raising \$1.15 million (before costs) through the issue of 20,909,090 February 2025 Placement Shares in the Company at an issue price of \$0.055 per Share.

Both GBA Capital and Charles Street Capital acted as Joint Lead Managers to the February 2025 Placement. In accordance with a lead manager agreement signed with both Joint Lead Managers, the fees payable to both Joint Lead Managers for lead manager services performed includes the grant of 5,000,000 Options to each Joint Lead Manager, on the same terms as the Series A Unlisted Options to be issued to the February 2025 Placement Participants (being the subject of Resolution 2).

On 10 March 2025, the Company issued 5,000,000 Series A Unlisted Options to GBA Capital for the joint services provided in conjunction with Charles Street Capital.

3.2 Joint Lead Management Agreement

The Company, Charles Street Capital and GBA Capital, as Joint Lead Managers, entered into an agreement (**Lead Management Agreement**) to which Charles Street Capital and GBA Capital were engaged to manage the Placement and to provide corporate advisory and capital raising services in respect of the capital raising under the February 2025 Placement.

Pursuant to the terms of the Lead Management Agreement, the Joint Lead Managers were engaged on an exclusive basis to:

- (a) determine investor demand for the Placement;
- (b) solicit bids from institutional and professional investors to the Placement;
- (c) advise on the pricing for the Placement; and
- (d) manage and co-ordinate the Placement.

For performing these services, Joint Lead Managers:

- (a) will receive a commission fee of 6% (plus GST) of the gross proceeds raised under the Placement, payable in cash; and
- (b) on the successful completion of the February 2025 Placement, be granted Options as a Joint Lead Manager, subject to Shareholder approval under this Resolution.

The Joint Lead Managers will also be reimbursed for its out-of-pocket expenses and external legal expenses incurred in connection with the February 2025 Placement.

3.3 Listing Rule 7.1 – Requirement for Shareholder Approval

Resolution 3 is an ordinary resolution seeking ratification from Shareholders for the prior issue of 5,000,000 Series A Unlisted Options to Joint Lead Manager, GBA Capital.

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

The issue of Series A Unlisted Options to GBA Capital does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses 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 date of issue.

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. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 5,000,000 Series A Unlisted Options to GBA Capital under Resolution 3.

If Resolution 3 is passed, the 5,000,000 Series A Unlisted Options issued to GBA Capital will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 3 is not passed, the 5,000,000 Series A Unlisted Options issued to GBA Capital will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the date of issue.

3.4 Listing Rule 7.5 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 3:

(a) Persons to whom the securities were issued or the basis on which those persons were determined

The Series A Unlisted Options were issued to GBA Capital, or its nominee(s), a non-related party of the Company.

(b) The number and class of securities issued

The Company issued 5,000,000 Series A Unlisted Options to GBA Capital, being unlisted options to subscribe for Shares, utilising the Company's placement capacity under Listing Rule 7.1.

(c) A summary of the material terms of the securities

The Series A Unlisted Options are unlisted options, exercisable at \$0.10 each and expires on 30 June 2028. Each Series A Unlisted Option is exercisable into one Share that ranks equally with all existing Shares on issue. The terms of Series A Unlisted Options are set out in Schedule 1.

The Company will not seek quotation of the Series A Unlisted Options.

(d) The date on which the securities were issued

The Series A Unlisted Options to GBA Capital in respect of Resolution 3 were issued by the Company on 10 March 2025.

(e) The price or consideration the entity has received or will receive for the issue

The Series A Unlisted Options were issued at nil issue price in consideration for services performed by GBA Capital as Joint Lead Manager under the Lead Management Agreement for the February 2025 Placement.

(f) The purpose of the issue and the use or intended use of the funds raised

The Series A Unlisted Options were issued in part payment for services provided in connection with the February 2025 Placement. No amount will be raised on the issue of the Series A Unlisted Options to GBA Capital.

If all 5,000,000 Series A Unlisted Options issued to GBA Capital are exercised prior to expiry, the Company will raise up to \$500,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The material terms of the Joint Lead Manager Agreement are described in Section 3.2 of this Notice.

(h) A voting exclusion statement

A voting exclusion statement in respect of Resolution 3 is included in this Notice.

3.5 Directors' Recommendation – Resolution 3

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will assist the Company in conserving its cash which would otherwise have been used as payment for the provision of services in managing the Placement and in addition, it will enable the Company to raise up to \$500,000 in additional funds should all 5,000,000 Series A Unlisted issued to GBA Capital be exercised prior to their expiry date.

4. RESOLUTION 4 – APPROVAL TO ISSUE SERIES A UNLISTED OPTIONS TO JOINT LEAD MANAGER, CHARLES STREET CAPITAL PTY LTD (RELATED PARTY)

4.1 Background Information

As described in section 1.1 above, the Company completed a Placement on 26 February 2025, raising \$1.15 million (before costs) through the issue of 20,909,090 Shares in the Company at an issue price of \$0.055 per Share.

Both GBA Capital and Charles Street Capital acted as Joint Lead Managers to the February 2025 Placement. In accordance with a lead manager agreement signed with both Joint Lead Managers, the fees payable to both Joint Lead Managers for lead manager services performed includes the grant of 5,000,000 Options to each Joint Lead Manager, on the same terms as the Series A Unlisted Options proposed to be issued to the February 2025 Placement Participants, the subject of Resolution 2.

On 10 March 2025, the Company issued 5,000,000 Series A Unlisted Options to GBA Capital for the joint services provided in conjunction with Charles Street Capital (refer Resolution 3). The remaining 5,000,000 Series A Unlisted Options due to Charles Street Capital has yet to be issued, and forms the subject for approval under this resolution.

Charles Street Capital is a company owned and operated by Mr Justin Warburton, who is also the son of Nimy Resources' Non-Executive Director, Mr Neil Warburton. For the purposes of section 228(3) of the Corporations Act and ASX Listing Rule 10.11.1, Mr Justin Warburton is considered a related party and as such the issue should be approved by Shareholders.

4.2 Joint Lead Management Agreement

The Company, Charles Street Capital and GBA Capital, as Joint Lead Managers, entered into an agreement (**Lead Management Agreement**) to which Charles Street Capital and GBA Capital were engaged to manage the Placement and to provide corporate advisory and capital raising services in respect of the capital raising under the February 2025 Placement.

A summary of the Lead Management Agreement is set out in section 3.2 of this Notice.

4.3 Listing Rule 10.11 – Requirement for Shareholder Approval

Resolution 4 is an ordinary resolution and seeks approval from Shareholders for the proposed issue of 5,000,000 Series A Unlisted Options to Joint Lead Manager, Charles Street Capital.

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

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

unless it obtains approval of its shareholders.

The proposed issue of 5,000,000 Series A Unlisted Options to Charles Street Capital falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12.

As Shareholder approval is being sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the proposed issue of 5,000,000 Series A Unlisted Options to Charles Street Capital will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

To this end, Resolution 4 seeks the required shareholder approval for the issue of 5,000,000 Series A Unlisted Options to Charles Street Capital under and for the purposes of Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of 5,000,000 Series A Unlisted Options Series to Charles Street Capital, increasing the total number of Options on issue. If all 5,000,000 Series A Unlisted Options proposed to be issued to Charles Street Capital are exercised prior to its expiry, the Company will raise up to \$500,000 on receipt of the exercise price and anticipates it will use those funds for working capital purposes, as required at that time.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of 5,000,000 Series A Unlisted Options to Charles Street Capital or its nominee(s). In this scenario, the Company will be required to satisfy its obligation to Charles Street Capital as Joint Lead Manager in another manner, which will most likely be via a cash payment. In this eventuality, this will negatively impact the Company's available working capital funds and Charles Street Capital may be less inclined to assist the Company in its future capital raising endeavours. The Company will also not potentially raise up to \$500,000 on the exercise of the 5,000,000 Series A Unlisted Options issued to Charles Street Capital.

4.4 Information Required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 4:

(a) The names of the persons to whom securities will be issued

The Series A Unlisted Options are proposed to be issued to Charles Street Capital, or its nominee(s). Mr Justin Warburton, a director of Charles Street Capital, is also the son of Non-Executive Director Mr Neil Warburton.

(b) Which category in rules 10.11.1 – 10.11.5 the persons fall and why

The person falls under Listing Rule 10.11.1 as Mr Justin Warburton is the son of the Company's Non-Executive Director, Mr Neil Warburton, thereby making him a related party.

(c) The number and class of securities to be issued to the person

The Company proposes to issue 5,000,000 Series A Unlisted Options.

(d) Terms of securities proposed to be issued

The Series A Unlisted Options are unlisted options, exercisable at \$0.10 each and expires on 30 June 2028. Each Series A Unlisted Option is exercisable into one Share that ranks equally with all existing Shares on issue. The terms of Series A Unlisted Options are set out in Schedule 1.

The Company will not seek quotation of the 5,000,000 Series A Unlisted Options.

(e) The date or dates on which the Company will issue the securities to the persons

Subject to Shareholder approval, the Company proposes to issue the 5,000,000 Series A Unlisted Options to Charles Street Capital following the Meeting, on one date and in any event no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(f) The price or consideration the entity will receive for the issue

The Series A Unlisted Options are to be granted at nil issue price in consideration for services performed by Charles Street Capital as Joint Lead Manager under the Lead Management Agreement for the February 2025 Placement.

(g) Purpose of the issue and use of funds raised

The Series A Unlisted Options will be issued in part payment for services provided in connection with the February 2025 Placement. No amount will be raised on the issue of the Series A Unlisted Options to Charles Street Capital.

If all 5,000,000 Series A Unlisted Options issued to Charles Street Capital are exercised prior to expiry, the Company will raise up to \$500,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(h) Remunerate and incentivise

The issue of the 5,000,000 Series A Unlisted Options to Charles Street Capital is not intended to remunerate or incentivise any director, and specifically also not Non-Executive Director Mr Neil Warburton, being the father of Mr Justin Warburton who is a director of Charles Street Capital. The 5,000,000 Series A Unlisted Options are intended to remunerate and incentivise Charles Street Capital.

(i) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The material terms of the Lead Management Agreement, which covers the issue of the 5,000,000 Series A Unlisted Options to Charles Street Capital, are described in Sections 3.2 and 4.2 of this Notice.

(j) Voting Exclusion

A voting exclusion statement in respect of Resolution 4 is included in this Notice.

(k) Valuation

The 5,000,000 Series A Unlisted Options proposed to be issued Charles Street Capital pursuant to Resolution 4 have been valued by internal management (who, it is considered, have sufficient qualifications, expertise and experience to conduct such a valuation) based on a valuation methodology using the Black & Scholes Option Pricing Model, which is the most widely used and recognised model for pricing options. The acceptance of this model is due to its derivation being grounded in economic theory. The value of an option calculated by the Black & Scholes Model is a function of a number of variables. The assessment of the estimated value of the Options has been prepared applying the following assumptions:

Input	
Grant date	10 March 2025
Expiry date	30 June 2028
Spot price on grant date	\$0.05 per share
Exercise price	\$0.10 per option
Risk free rate	3.81%
Volatility	115%
Number of Unlisted Options	5,000,000
Value per Unlisted Option	\$0.0308
Total value for the issue	\$154,000

Note – the valuation noted above is not necessarily the market price that the Unlisted Options can be traded at and is not automatically the market price of taxation purposes.

(l) Dilution

If the 5,000,000 Series A Unlisted Options issued to Charles Street Capital are exercised, a total of 5,000,000 Shares would be issued. This will increase the number of Shares on issue from 240,480,791 (being the total number of Shares on issue as at the date of this Notice) to 245,480,791 (assuming that no Shares are issued and no convertible securities vest or are exercised, including any proposed to be issued under any other Resolutions in this Notice) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.04%.

The market price for Shares during the term of Series A Unlisted Options would normally determine whether they would be exercised. If, at any time, any of the 5,000,000 Series A Unlisted Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price, there may be a perceived cost to the Company.

(m) Trading History

The trading history of the Shares' closing prices on ASX in the 12 months before the date of this Notice is set out below:

	Share Price	Date
Highest	\$0.15	23 January 2025
Lowest	\$0.042	18, 19, 20 November 2024
Last	\$0.093	9 June 2025

The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 4.

4.5 Directors' Recommendation – Resolution 4

The Directors (other than Mr Neil Warburton who has abstained himself from voting on this Resolution) believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

5. RESOLUTION 5 – APPROVAL TO ISSUE SERIES B UNLISTED OPTIONS TO MAY 2025 PLACEMENT PARTICIPANTS (NON-RELATED PARTIES)

5.1 Background Information

On 21 May 2025, the Company announced it had received firm commitments from various sophisticated, professional and otherwise exempt investors (**May 2025 Placement Participants**) identified by Joint Lead Managers GBA Capital and Charles Street Capital to raise \$2.75 million (before costs) through the issue of 32,352,937 Shares in the Company at an issue price of \$0.085 per Share (**May 2025 Placement Shares**).

May 2025 Placement Shares were issued by the Company on 27 May 2025 using the Company's issuing capacity of up to 62.5 million Placement Shares under Listing Rule 7.1 as previously approved by Shareholders at a General Meeting held on 28 February 2025, specifically Resolution 7 of that Meeting.

In arranging the May 2025 Placement, the Company proposes to issue up to 16,176,471 Unlisted Options, each exercisable into one Share at an conversion price of \$0.135 and an expiring date 3 years from the date of issue (**Series B Unlisted Options**), to be granted to the May 2025 Placement Participants on the basis of one free attaching Option for every two Placement Shares subscribed for.

5.2 Use of Funds Raised under the Placement

Funds raised from the May 2025 Placement, together with the Company's existing cash reserves, will be use in part to accelerate exploration at its Block 3 gallium discovery, where it is drilling to establish a maiden JORC Resource, and for general working capital purposes.

5.3 Listing Rule 7.1 – Requirement for Shareholder Approval

Resolution 5 is an ordinary resolution seeking approval by Shareholders for the proposed issue of 16,176,471 Series B Unlisted Options to the May 2025 Placement Participants.

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

The issue of Series B Unlisted Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval for the issue of Unlisted Options Series B under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of Series B Unlisted Options to the May 2025 Placement Participants, and the Company will potentially raise up to \$2,183,823 if all Series B Unlisted Options are exercised before their expiry date.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of Series B Unlisted Options to the May 2025 Placement Participants, and the Company will not potentially raise up to \$2,183,823, on the exercise of all Series B Unlisted Options.

5.4 Listing Rule 7.3 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

(a) The names of the persons to whom the securities will be issued or the basis on which those persons were determined

The Series B Unlisted Options are proposed to be issued to the May 2025 Placement Participants, being various sophisticated, professional and otherwise exempt investors identified by the Joint Lead Managers, and the Company.

None of the May 2025 Placement Participants are related parties of the Company, members of the Company's key management personnel, a substantial holder, an advisor or an associate of these parties, with no Placement Shares issued to any party greater than 1% of the Company's issued capital at the time of issue.

(b) The number and class of securities to be issued

Subject to approval of Resolution 5, 16,176,471 Series B Unlisted Options will be issued to the May 2025 Placement Participants.

(c) A summary of the material terms of the securities

The Series B Unlisted Options are exercisable at \$0.135 each and will have an expiry date of 3 years from the date of issue.

Each Series B Unlisted Option is exercisable into one Share that ranks equally with all existing Shares on issue. The terms of the Series B Unlisted Options are set out in Schedule 2.

The Company will not seek quotation of Series B Unlisted Options.

(d) The date on which the securities will be issued

The Company anticipates that Series B Unlisted Options will be issued on one date shortly following the conclusion of the Meeting, and in any event, no later than 3 months after the date of the Meeting.

(e) The price or consideration that the entity has received or will receive for the issue

The Series B Unlisted Options will be issued at nil issue price per Option, being free attaching to the May 2025 Placement Shares, which were issued upon shareholder approval of Resolution 7 at the General Meeting held on 28 February 2025.

(f) The purpose of issue and the use or intended use of the funds raised

No amount will be raised on the issue of the Series B Unlisted Options.

If all Series B Unlisted Options are exercised prior to their expiry, the Company will raise up to \$2,183,823 on receipt of the exercise price for the Series B Unlisted Options, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The issue of Series B Unlisted Options is not made under an agreement.

(i) **A voting exclusion statement**

A voting exclusion statement in respect of Resolution 5 is included in this Notice.

5.5 Directors' Recommendation – Resolution 5

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5 as it will enable the Company to close out the May 2025 Placement as agreed with those participants. The Company will also be able to raise up to \$2,183,823 in additional funds should all Series B Unlisted Options be issued and converted prior to their expiry.

6. RESOLUTION 6 – APPROVAL TO ISSUE SERIES B UNLISTED OPTIONS TO JOINT LEAD MANAGER, GBA CAPITAL PTY LTD (NON-RELATED PARTY)

6.1 Background Information

As described in section 5.1 above, the Company completed a Placement as announced on 21 May 2025, raising \$2.75 million (before costs) through the issue of 32,352,937 Shares in the Company at an issue price of \$0.085 per Share.

Both GBA Capital and Charles Street Capital acted as Joint Lead Managers to the May 2025 Placement. In accordance with the lead manager agreement signed with both Joint Lead Managers (**May 2025 Lead Management Agreement**), the fees payable to both Joint Lead Managers for lead manager services performed includes the grant of Options (being 2,000,000 to GBA Capital and 6,000,000 to Charles Street Capital (the subject of Resolution 7 of this Notice) on the same terms as the Series B Unlisted Options proposed to be issued to the May 2025 Placement Participants, the subject of Resolution 5 of this Notice.

6.2 Joint Lead Management Agreement

The Company entered in the May 2025 Lead Management Agreement with GBA Capital and Charles Street Capital as Joint Lead Managers to manage the placement and to provide corporate advisory and capital raising services in respect of the capital raising under the May 2025 Placement.

Pursuant to the terms of the Lead Management Agreement, the Joint Lead Managers were engaged on an exclusive basis to:

- (a) determine investor demand for the Placement;
- (b) solicit bids from institutional and professional investors to the Placement;
- (c) advise on the pricing for the Placement; and
- (d) manage and co-ordinate the Placement.

For performing these services, the Joint Lead Managers :

- (a) will receive a commission fee of 6% (plus GST) of the gross proceeds raised under the Placement, payable in cash; and
- (b) on the successful completion of the May 2025 Placement, be granted Options as a Joint Lead Manager, subject to Shareholder.

The Joint Lead Managers will also be reimbursed for its out-of-pocket expenses and external legal expenses incurred in connection with the May 2025 Placement.

6.3 Listing Rule 7.1 – Requirement for Shareholder Approval

Resolution 6 is an ordinary resolution and seeks approval from Shareholders for the issue of 2,000,000 Series B Unlisted Options to Joint Lead Manager, GBA Capital. The issue of 6,000,000 Series B Unlisted Options to Charles Street Capital is the subject of Resolution 7.

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

The proposed issue of 2,000,000 Series B Unlisted Options to GBA Capital does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of 2,000,000 Series B Unlisted Options to GBA Capital or its nominee(s), increasing the total number of Options on issue. If all the 2,000,000 Series B Unlisted Series to GBA Capital are exercised prior to its expiry, the Company will raise up to \$270,000 on receipt of the exercise price. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1. The Company anticipates it will use those funds for working capital purposes, as required at that time.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of 2,000,000 Series B Unlisted Options to GBA Capital or its nominee(s). In this scenario, the Company will be required to satisfy its obligation to GBA Capital in another manner, which will most likely be via a cash payment. In this eventuality, this will negatively impact the Company's available working capital funds and GBA Capital may be less inclined to assist the Company in its future capital raising endeavours. The Company will also not potentially raise up to \$270,000 on the exercise of the 2,000,000 Series B Unlisted Options issued to GBA Capital.

6.4 Listing Rule 7.3 Information Requirements

In accordance with the disclosure requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(a) Persons to whom the securities were issued or the basis on which those persons were determined

The Series B Unlisted Options are proposed to be issued to GBA Capital Pty Ltd, or its nominee(s), a non-related party of the Company.

(b) The number and class of securities to be issued

The Company will issue 2,000,000 Series B Unlisted Options to GBA Capital, being unlisted options to subscribe for Shares.

(c) A summary of the material terms of the securities

The Series B Unlisted Options are unlisted options, exercisable at \$0.135 each and expiring 3 years from the date of issue. Each Series B Unlisted Option is exercisable into one Share that ranks equally with all existing Shares on issue. The terms of Series B Unlisted Options are set out in Schedule 2.

The Company will not seek quotation of the Series B Unlisted Options.

(d) The date on which the securities will be issued

Subject to Shareholder approval, the Company proposes to issue the 2,000,000 Series B Unlisted Options to GBA Capital following the Meeting, and will issue the options on one date no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) The price or consideration the entity has received or will receive for the issue

The Series B Unlisted Options will be granted at nil issue price in consideration for services performed by GBA Capital as Joint Lead Manager under the May 2025 Lead Management Agreement for the May 2025 Placement.

(f) **The purpose of the issue and the use or intended use of the funds raised**

The Series B Unlisted Options will be issued in part payment for services provided in connection with the May 2025 Placement. No amount will be raised on the issue of the Series B Unlisted Options to GBA Capital.

If all the 2,000,000 Series B Unlisted Options issued to GBA Capital are exercised prior to expiry, the Company will raise up to \$270,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(g) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The material terms of the Joint Lead Manager Agreement are described in Section 6.2 of this Notice.

(j) **A voting exclusion statement**

A voting exclusion statement in respect of Resolution 6 is included in this Notice.

6.5 Directors' Recommendation – Resolution 6

Resolution 6 is an ordinary resolution. The Chairperson intends to exercise all available proxies in favour of Resolution 6.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 as it will assist the Company in conserving its cash which would otherwise have been used as payment for the provision of services in managing the Placement and in addition, it will enable the Company to raise up to \$270,000 in funds should all 2,000,000 Series B Unlisted Options be exercised prior to their expiry date.

7. RESOLUTION 7 – APPROVAL TO ISSUE SERIES B UNLISTED OPTIONS TO JOINT LEAD MANAGER, CHARLES STREET CAPITAL PTY LTD (RELATED PARTY)

7.1 Background Information

As described in Section 5.1 above, the Company completed a Placement on 21 May 2025, raising \$2.75 million before costs through the issue of 32,352,937 Shares in the Company at an issue price of \$0.085 per Share.

Both GBA Capital and Charles Street Capital acted as Joint Lead Managers to the May 2025 Placement. In accordance with the lead manager agreement signed with both Joint Lead Managers (**May 2025 Lead Management Agreement**), the fees payable to both Joint Lead Managers for lead manager services performed includes the grant of Options (being 2,000,000 to GBA Capital (refer Resolution 6) and 6,000,000 to Charles Street Capital (the subject of Resolution 7 of this Notice) on the same terms as the Series B Unlisted Options proposed to be issued to the May 2025 Placement Participants, the subject of Resolution 5 of this Notice.

The 6,000,000 allocation to Charles Street Capital includes 4,000,000 Options in lieu of a cash payment for ongoing corporate consultancy services.

Charles Street Capital is a company owned and operated by Mr Justin Warburton, who is also the son of Nimy Resources' Non-Executive Director, Mr Neil Warburton. For the purposes of section 228(3) of the Corporations Act and ASX Listing Rule 10.11.1, Mr Justin Warburton is considered a related party and as such the issue should be approved by Shareholders.

7.2 Joint Lead Management Agreement

The Company, Charles Street Capital and GBA Capital, as Joint Lead Managers, entered into an agreement (**May 2025 Lead Management Agreement**) to which Charles Street Capital and GBA Capital were engaged to manage the Placement and to provide corporate advisory and capital raising services in respect of the capital raising under the May 2025 Placement.

A summary of the Lead Management Agreement is set out in section 6.2 of this Notice.

7.3 Listing Rule 10.11 – Requirement for Shareholder Approval

Resolution 7 is an ordinary resolution and seeks approval from Shareholders for the proposed issue of 6,000,000 Series B Unlisted Options to Joint Lead Manager, Charles Street Capital.

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

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

unless it obtains approval of its shareholders.

The proposed issue of 6,000,000 Series B Unlisted Options to Charles Street Capital falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12.

As Shareholder approval is being sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the proposed issue of 6,000,000 Series B Unlisted Options to Charles Street Capital will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Resolution 7 seeks the required shareholder approval for the issue of 6,000,000 Unlisted Series B Options to Charles Street Capital under and for the purposes of Listing Rule 10.11.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the 6,000,000 Series B Unlisted Series B to Charles Street Capital or its nominee(s), increasing the total number of Options on issue. If all 6,000,000 Series B Unlisted Options to Charles Street Capital are exercised prior to its expiry, the Company will raise up to \$810,000 on receipt of the exercise price and anticipates it will use those funds for working capital purposes as required at that time.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of 6,000,000 Series B Unlisted Options to Charles Street Capital or its nominee(s). In this scenario, the Company will be required to satisfy its obligation to Charles Street Capital as Joint Lead Manager in another manner, which will most likely be via a cash payment. In this eventuality, this will negatively impact the Company's available working capital funds and Charles Street Capital may be less inclined to assist the Company in its future capital raising endeavours. The Company will also not potentially raise up to \$810,000 on the exercise of the 6,000,000 Series B Unlisted Options issued to Charles Street Capital.

7.4 Information Required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 7:

(a) The names of the persons to whom securities will be issued

The Series B Unlisted Options are proposed to be issued to Charles Street Capital, or its nominee(s). Mr Justin Warburton, a director of Charles Street Capital, is also the son of Non-Executive Director Mr Neil Warburton.

(b) Which category in rules 10.11.1 – 10.11.5 the persons fall and why

The person falls under Listing Rule 10.11.1 as Mr Justin Warburton is the son of the Company's Non-Executive Director, Mr Neil Warburton, thereby making him a related party.

(c) The number and class of securities to be issued to the person

The Company proposes to issue 6,000,000 Series B Unlisted Options to Charles Street Capital, being unlisted options to subscribe for Shares.

(d) Terms of securities proposed to be issued

The Series B Unlisted Options are unlisted options, exercisable at \$0.135 each and expiring 3 years from the date of issue. Each Series B Unlisted Option is exercisable into one Share that ranks equally with all existing Shares on issue. The terms of Series B Unlisted Options are set out in Schedule 2.

The Company will not seek quotation of the Series B Unlisted Options.

(e) The date or dates on which the Company will issue the securities to the persons

Subject to Shareholder approval, the Company proposes to issue the 6,000,000 Series B Unlisted Options to Charles Street Capital following the Meeting, and will issue these on one date no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(f) The price or consideration the entity will receive for the issue

The Series B Unlisted Options are to be granted at nil issue price in consideration for services performed by Charles Street Capital as Joint Lead Manager under the May 2025 Lead Management Agreement for the May 2025 Placement.

(g) Purpose of the issue and use of funds raised

The Series B Unlisted Options will be issued in part payment for services provided in connection with the May 2025 Placement. No amount will be raised on the issue of the Series B Unlisted Options to Charles Street Capital.

If all 6,000,000 Series B Unlisted Options issued to Charles Street Capital are exercised prior to expiry, the Company will raise up to \$810,000 on receipt of the exercise price, and the Company anticipates it will use those funds for working capital purposes, as required at that time.

(h) Remunerate and incentivise

The issue of the 6,000,000 Series B Unlisted Options to Charles Street Capital is not intended to remunerate or incentivise any director, and specifically also not Non-Executive Director Mr Neil Warburton, being the father of Mr Justin Warburton who is a director of Charles Street Capital. The 6,000,000 Series B Unlisted Options are intended to remunerate and incentivise Charles Street Capital.

(i) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The material terms of the May 2025 Lead Management Agreement are described in Sections 6.2 and 7.2 of this Notice.

(j) Voting Exclusion

A voting exclusion statement in respect of Resolution 7 is included in this Notice.

(k) Valuation

The 6,000,000 Series B Unlisted Options proposed to be issued to Charles Street Capital pursuant to Resolution 7 have been valued by internal management (who, it is considered, have sufficient qualifications, expertise and experience to conduct such a valuation) based on a valuation methodology using the Black & Scholes Option Pricing Model, which is the most widely used and recognised model for pricing options. The acceptance of this model is due to its derivation being grounded in economic theory. The value of an option calculated by the Black & Scholes Model is a function of a number of variables. The assessment of the estimated value of the Options has been prepared applying the following assumptions:

Input	
Grant date	27 May 2025
Expiry date	3 years from the date of issue
Spot price on grant date	\$0.081 per share
Exercise price	\$0.135 per option
Risk free rate	3.385%
Volatility	118%
Number of Unlisted Options	6,000,000
Value per Unlisted Option	\$0.0508
Total value for the issue	\$304,800

Note – the valuation noted above is not necessarily the market price that the Unlisted Options can be traded at and is not automatically the market price of taxation purposes.

(l) Dilution

If the 6,000,000 Series B Unlisted Options issued to Charles Street Capital are exercised, a total of 6,000,000 Shares would be issued. This will increase the number of Shares on issue from 240,480,791 (being the total number of Shares on issue as at the date of this Notice) to 246,480,791 (assuming that no Shares are issued and no convertible securities vest or are exercised, including any proposed to be issued under any other Resolutions in this Notice) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.10%.

The market price for Shares during the term of Series B Unlisted Options would normally determine whether they would be exercised. If, at any time, any of the 6,000,000 Series B Unlisted Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price, there may be a perceived cost to the Company.

(m) Trading History

The trading history of the Shares' closing prices on ASX in the 12 months before the date of this Notice is set out below:

	Share Price	Date
Highest	\$0.15	23 January 2025
Lowest	\$0.042	18, 19, 20 November 2024
Last	\$0.093	9 June 2025

The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 7.

7.5 Directors' Recommendation – Resolution 7

The Directors (other than Mr Neil Warburton who has abstained himself from voting on this Resolution) believe Resolution 7 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

8. RESOLUTION 8 – POTENTIAL PLACEMENT – APPROVAL OF SHARE ISSUE UNDER LISTING RULE 7.1

8.1 General

The Company is considering conducting a placement pursuant to which the Company will issue up to 40,000,000 Shares (**Proposed Placement Shares**) (the **Proposed Placement**).

Under the Proposed Placement, the Company intends to issue up to 40,000,000 Shares to unrelated parties (**Proposed Placement Participants**) at an issue price of no less than 80% of the 5-day VWAP at the time of issue, the subject of this Resolution 8.

The Proposed Placement Shares, if issued in full, represents approximately 16.63% of the Company's total issued share capital 240,480,791 at the date of this Notice (assuming that only the Proposed Placement Shares are issued and no other Shares are issued).

Resolution 8 seeks Shareholders approval pursuant to Listing Rule 7.1 to issue up to 40,000,000 Proposed Placement Shares to the Proposed Placement Participants.

If Resolution 8 is approved, funds raised from the Proposed Placement will allow the Company various options to access the growth capital needed for the advancements and future exploration work (including drilling) at the Company's projects and to help fund the Company's general working capital requirements. The Company currently anticipates that it will use such funding for:

- (a) Exploration and Evaluation activities at the Company's new and existing projects with a view to further develop the Mons Belt exploration target pipeline;
- (b) High impact drilling programs to follow-up and expand known Gallium, Copper and critical minerals at the Mons Belt Project and to further define later stage exploration prospects across the Mons Belt and undertake further drilling to progress Masson and Block 3 prospects towards a JORC compliant resource; and
- (c) for general working capital purposes.

The Company is currently considering a range of opportunities and no decisions have been made by the Board in relation to any specific transaction or funding source.

A capital raising may involve a placement to professional, sophisticated and institutional investors. Accordingly, the Company seeks approval to raise additional equity capital by way of the Proposed Placement to fund the abovementioned goals.

8.2 Listing Rule 7.1 and Listing Rule 14.1A – Requirement for Shareholder Approval

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

The issue of the Proposed Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, it will effectively use up part of the Company's existing 25% placement capacity under Listing Rules 7.1 and 7.1A if the Company decides to proceed with the Proposed Placement. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Proposed Placement Shares.

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 25% placement capacity set out in Listing Rules 7.1 and 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 8 is passed, the Company will be able to proceed with the issue of up to 40,000,000 Proposed Placement Shares. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of up to 40,000,000 Proposed Placement Shares without using its available placement capacity permitted under Listing Rules 7.1 and 7.1A. The Company does not presently have sufficient placement capacity to issue all of the Proposed Placement Shares. Accordingly, if Resolution 8 is not passed, the Company will not be able to proceed with the issue of all of the Placement Shares.

8.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

(a) Persons to whom the securities were issued or the basis on which those persons were determined

The Proposed Placement Shares will be allotted to the Proposed Placement Participants, who will be sophisticated investors (in accordance with sections 708(8) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act), other institutional and accredited investors to whom no disclosure is required under the Corporations Act.

At the date of this Notice, the Company has not entered into any negotiations with any corporate broker or any other party in regard to the fundraise contemplated under this Resolution and is therefore unable to name or identify who the corporate broker or lead manager might be. The names of the investors are accordingly not known to the Company but will likely be sourced from a corporate broker via a bookbuild process, which will involve a lead manager seeking expressions of interest to participate in the Proposed Placement from clients of the lead manager.

None of the proposed investors will be related parties of the Company, persons in a position of influence as described in Listing Rule 10.11, a substantial holder, an advisor, an associate of these parties, or a party who holds greater than 1% of the Company's issued capital at the time of issue.

(b) The number and class of securities to be issued

The number of Proposed Placement Shares to be issued will not exceed 40,000,000.

(c) A summary of the material terms of the securities

The Proposed Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) The date on which the securities will be issued

If approved, and the Proposed Placement occurs, the Proposed Placement Shares will be issued on one date on or before 3 months after the date of the meeting as required by the Listing Rules.

(e) The price or consideration the entity has received or will receive for the issue

The issue price of the Proposed Placement Shares will not be less than 80% of the volume weighted average price for ordinary shares calculated over the last 5 days on which sales of ordinary shares were recorded before the date on determining the Proposed Placement Shares issue price.

(f) The purpose of the issue and the use or intended use of the funds raised

Any funds raised under the Proposed Placement will be used to fund the business goals as detailed in Section 8.1.

- (g) If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

The Company has not entered into any agreement for the issue of any of the Proposed Placement Shares.

- (k) A voting exclusion statement

A voting exclusion statement in respect of Resolution 8 is included in this Notice.

8.4 Directors' Recommendation – Resolution 8

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8 as it will be excluded from the Company's issuing capacity under Listing Rule 7.1 and gives the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

GLOSSARY OF DEFINED TERMS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa, and unless the context otherwise requires:

\$ means Australian dollars.

Associate has the meaning given to that term in the Listing Rules.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context requires, the Australian Securities Exchange operated by ASX Limited as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current Board of Directors of the Company.

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

Chairperson means the person appointed to chair the Meeting convened by the Notice.

Charles Street Capital means Charles Street Capital Pty Ltd (ACN 678 761 254).

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Nimy Resources Limited (ACN 155 855 986).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which accompanies and forms part of the Notice of Meeting.

February 2025 Lead Management Agreement refers to the Agreement between Nimy Resources Ltd, GBA Capital Pty Ltd and Charles Street Capital Pty Ltd, being lead managers to the Placement conducted on 27 February 2025.

February 2025 Placement Participants mean the Placement of a total of 20,909,090 Shares to the Placement Participants on 27 February 2025, and which ratification is sought from shareholders for Resolutions 1(a) and 1(b) in this Notice.

February 2025 Placement Shares mean a Share under the Placement conducted on 27 February 2025.

GBA Capital means GBA Capital Pty Ltd (ACN 643 039 123).

General Meeting or **Meeting** means the general meeting of Shareholders or any adjournment thereof, convened by the Notice of Meeting.

Joint Lead Managers refer to GBA Capital Pty Ltd and Charles Street Capital Pty Ltd, being lead managers to the Placements on 27 February 2025 and 21 May 2025.

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

Listing Rules means the official listing rules of ASX.

May 2025 Lead Management Agreement refers to the Agreement between Nimy Resources Ltd, GBA Capital Pty Ltd and Charles Street Capital Pty Ltd, being lead managers to the Placement conducted on 21 May 2025.

May 2025 Placement Participants mean the Placement of a total of 32,352,937 Shares to the Placement Participants on 21 May 2025 as previously approved by Shareholders at the General Meeting held on 28 February 2025.

May 2025 Placement Shares mean a Share under the Placement conducted on 21 May 2025.

Meeting or **General Meeting** means the general meeting convened by this Notice.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting which accompanies the Explanatory Statement.

Option means an option to acquire a Share.

Option Holder means the holder of an Option.

Proposed Placement means a Placement the Board might undertake with pre-approval from Shareholders during the 3 month period following the Meeting.

Proposed Placement Participant means a party that participates in the Proposed Placement.

Proposed Placement Shares means a Share that is issued under the Proposed Placement.

Proxy Form means the proxy form attached to the Notice.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Related Party is defined in section 228 of the Corporations Act.

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

Rule means a rule or clause of the Constitution

Schedule means a schedule to this Notice.

Series A Unlisted Option(s) mean(s) the options exercisable at \$0.10 each and expiring on 30 June 2025, and which approval is sought from shareholders for Resolutions 2, 3 and 4 in this Notice.

Series B Unlisted Option(s) mean(s) the options exercisable at \$0.135 each and expiring on 3 years from the date of issue, and which approval is sought from shareholders for Resolutions 5, 6 and 7 in this Notice.

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

Shareholder means a registered holder of a Share.

Share Registry means Automic Pty Ltd (ACN 152 260 814).

VWAP means volume weighted average price.

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

SCHEDULE 1 – TERMS OF SERIES A UNLISTED OPTIONS TO FEBRUARY 2025 PLACEMENT PARTICIPANTS AND JOINT LEAD MANAGERS

The Series A Unlisted Options to February 2025 Placement Participants, GBA Capital Pty Ltd and Charles Street Capital Pty Ltd are to be issued on the following terms:

1. Entitlement

Each Series A Unlisted Option (**Series A Unlisted Option**) entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.

2. No Payment on Grant

The Option Holder is not required to pay any amount on the grant of a Series A Unlisted Option.

3. Exercise Price

The exercise price of each Series A Unlisted Option is A\$0.10 (**Exercise Price**).

4. Expiry Date

Each Series A Unlisted Option may be exercised at any time before 5.00pm (WST) on or before the expiry date, being 30 June 2028 (**Expiry Date**). Any Series A Unlisted Option not exercised by the Expiry Date will automatically expire.

5. Holding Statement

The Company must give the Option Holder a holding statement stating:

- (a) the number of Series A Unlisted Options issued to the Option Holder;
- (b) the Exercise Price of the Series A Unlisted Options; and
- (c) the date of issue of the Series A Unlisted Options.

6. Transfer

Series A Unlisted Options are non-transferable.

7. Quotation of Options

The Company will not seek quotation of the Series A Unlisted Options.

8. Quotation of Shares

The Company will apply to ASX for quotation of the Shares issued on exercise of the Series A Unlisted Options.

9. New Issues

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Series A Unlisted Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Series A Unlisted Options are exercisable will not change.

10. Bonus Issues

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 a Share has not been issued in respect of the Series A Unlisted Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Series A Unlisted Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Series A Unlisted Options before the record date for determining entitlements to the issue.

11. Reorganisation

- (a) 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 Series A Unlisted Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Series A Unlisted Option held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Series A Unlisted Option.

12. Exercise of Options

- (a) To exercise Series A Unlisted Options, the Option Holder must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Series A Unlisted Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Series A Unlisted Options (if applicable).
- (b) The Option Holder may only exercise the Series A Unlisted Options in multiples of 25,000 Options unless the Option Holder exercises all Series A Unlisted Options held by the Option Holder.
- (c) Series A Unlisted Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (d) If the Option Holder exercises less than the total number of Series A Unlisted Options registered in the Option Holder's name:
 - (i) the Option Holder must surrender their Option certificate (if any); and
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Series A Unlisted Options held by the Option Holder.

13. Issue of Shares on Exercise of Options

Within five (5) business days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Series A Unlisted Option being exercised; and
- (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Series A Unlisted Options;
- (d) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Series A Unlisted Options, 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
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Series A Unlisted Options.

14. Governing law

These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

SCHEDULE 2 – TERMS OF SERIES B UNLISTED OPTIONS TO MAY 2025 PLACEMENT PARTICIPANTS AND JOINT LEAD MANAGERS

The Series B Unlisted Options to May 2025 Placement Participants, GBA Capital Pty Ltd and Charles Street Capital Pty Ltd are to be issued on the following terms:

1. Entitlement

Each Series B Unlisted Option (**Series B Unlisted Option**) entitles the holder (**Option Holder**) to subscribe for one fully paid ordinary Share in the Company.

2. No Payment on Grant

The Option Holder is not required to pay any amount on the grant of a Series B Unlisted Option.

3. Exercise Price

The exercise price of each Series B Unlisted Option is A\$0.135 (**Exercise Price**).

4. Expiry Date

Each Series B Unlisted Option may be exercised at any time before 5.00pm (WST) on or before the expiry date, being 3 years from the date of issue (**Expiry Date**). Any Series B Unlisted Option not exercised by the Expiry Date will automatically expire.

5. Holding Statement

The Company must give the Option Holder a holding statement stating:

- (a) the number of Series B Unlisted Options issued to the Option Holder;
- (b) the Exercise Price of the Series B Unlisted Options; and
- (c) the date of issue of the Series B Unlisted Options.

6. Transfer

Series B Unlisted Options are non-transferable.

7. Quotation of Options

The Company will not seek quotation of the Series B Unlisted Options.

8. Quotation of Shares

The Company will apply to ASX for quotation of the Shares issued on exercise of the Series B Unlisted Options.

9. New Issues

The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Series B Unlisted Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares. The Company must give the Option Holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules. In the event of a pro rata issue, except a bonus issue, the Exercise Price and the number of underlying Shares over which the Series B Unlisted Options are exercisable will not change.

10. Bonus Issues

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 a Share has not been issued in respect of the Series B Unlisted Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Series B Unlisted Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Series B Unlisted Options before the record date for determining entitlements to the issue.

11. Reorganisation

- (a) 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 Series B Unlisted Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

- (b) Any calculations or adjustments which are required to be made will be made by the Company's Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option Holder.
- (c) The Company must, within a reasonable period, give to the Option Holder notice of any change to the Exercise Price of any Series B Unlisted Option held by the Option Holder or the number of Shares which the Option Holder is entitled to subscribe for on exercise of an Series B Unlisted Option.

12. Exercise of Options

- (a) To exercise Series B Unlisted Options, the Option Holder must give the Company or its Securities Registry, at the same time:
 - (i) a written exercise notice (in the form approved by the board of the Company from time to time) specifying the number of Series B Unlisted Options being exercised and Shares to be issued;
 - (ii) payment of the Exercise Price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment, approved by the Company; and
 - (iii) any certificate for the Series B Unlisted Options (if applicable).
- (b) The Option Holder may only exercise the Series B Unlisted Options in multiples of 25,000 Options unless the Option Holder exercises all Series B Unlisted Options held by the Option Holder.
- (c) Series B Unlisted Options will be deemed to have been exercised on the date the exercise notice and Exercise Price are received by the Company.
- (d) If the Option Holder exercises less than the total number of Series B Unlisted Options registered in the Option Holder's name:
 - (i) the Option Holder must surrender their Option certificate (if any); and
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option Holder a new Option certificate or Holding Statement stating the remaining number of Series B Unlisted Options held by the Option Holder.

13. Issue of Shares on Exercise of Options

Within five (5) business days after the later of the following:

- (a) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Series B Unlisted Option being exercised; and
- (b) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of a Notice of Exercise as detailed in paragraph 12(a)(i) above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Series B Unlisted Options;
- (d) if required, as soon as reasonably practicable after the issue of Shares on the exercise of Series B Unlisted Options, 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
- (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Series B Unlisted Options.

14. Governing law

These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

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 (AWST) on Monday, 21 July 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
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Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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