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**LANTHANEIN RESOURCES LIMITED**  
**ACN 095 684 389**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11:00am (WST)  
**DATE:** 1 August 2025  
**PLACE:** 104 Colin Street  
WEST PERTH WA 6005

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

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

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 30 July 2025.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – CHANGE OF COMPANY NAME

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

*“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **Fortuna Metals Ltd.**”*

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#### 2. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

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

*“That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:*

*(a) every 30 Shares be consolidated into 1 Share; and*

*(b) every 30 Options be consolidated into 1 Option,*

*with fractional entitlements rounded down to the nearest whole Security.”*

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#### 3. RESOLUTION 3 – REPLACEMENT OF CONSTITUTION

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

*“That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”*

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 366,545,418 Shares on the terms and conditions set out in the Explanatory Statement.”*

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#### 5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 90,000,000 Options (on a pre-Consolidation basis) (3,000,000 Options (on a post-Consolidation basis)) to Inyati Capital Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Statement.”*

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO UNDERWRITER

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 750,000,000 Options (on a pre-Consolidation basis) (25,000,000 Options (on a post-Consolidation basis)) to Inyati Capital Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**7. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO SUB-UNDERWRITER – MR PETER PAWLOWITSCH**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 80,478,780 Options (on a pre-Consolidation basis) (2,682,626 Options (on a post-Consolidation basis)) to Mr Peter Pawlowitsch (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – MR PETER PAWLOWITSCH**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 120,000,000 Options (on a pre-Consolidation basis) (4,000,000 Options (on a post-Consolidation basis)) to Mr Peter Pawlowitsch (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – MR DAVID FRANCES**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 60,000,000 Options (on a pre-Consolidation basis) (2,000,000 Options (on a post-Consolidation basis)) to Mr David Frances (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**10. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – MR BRIAN THOMAS**

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

*“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 120,000,000 Options (on a pre-Consolidation basis) (4,000,000 Options (on a post-Consolidation basis)) to Mr Brian Thomas (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**Dated: 2 July 2025**

## Voting Prohibition Statements

<p><b>Resolution 8 – Approval to Issue Options to Related Party – Mr Peter Pawlowitsch</b></p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 8 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p><b>Resolution 9 – Approval to Issue Options to Related Party – Mr David Frances</b></p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 9 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
<p><b>Resolution 10 – Approval to Issue Options to Related Party – Mr Brian Thomas</b></p>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 10 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

<b>Resolution 4 – Ratification of Prior Issue of Placement Shares</b>	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 5 – Approval to Issue Options to Lead Manager</b>	Inyati Capital Pty Ltd (and/or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval to Issue Options to Underwriter</b>	Inyati Capital Pty Ltd (and/or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval to Issue Options to Sub-Underwriter – Mr Peter Pawlowitsch</b>	Mr Peter Pawlowitsch (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 8 – Approval to Issue Options to Related Party – Mr Peter Pawlowitsch</b>	Mr Peter Pawlowitsch (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 9 – Approval to Issue Options to Related Party – Mr David Frances</b>	Mr David Frances (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 10 – Approval to Issue Options to Related Party – Mr Brian Thomas</b>	Mr Brian Thomas (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

## **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Registry Services will need to verify your identity. You can register from 9:30am (WST) on the day of the Meeting.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9486 4036.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTION 1 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to '**Fortuna Metals Ltd**'.

The Board proposes this change of name to reflect the strategic direction of the Company moving forward. The Board considers that the change of name reflects the start of a new growth chapter for the Company following recent Board changes and offers a more modern identity that aligns with the Company's future in exploration in the metals and mineral resources sector'.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The Company also proposes to change its ASX ticker code from 'LNR' to 'FUN' to reflect the name change. The Company has reserved the 'FUN' ticker code with ASX.

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### 2. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

#### 2.1 Background

This Resolution seeks Shareholder approval for the purposes of section 254 of the Corporations Act and for all other purposes to consolidate the Company's issued capital on a 30:1 basis (**Consolidation**).

#### 2.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;
- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22 provides that where an entity with options on issue undertakes a consolidation of its issued capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

## 2.3 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

SECURITY	PRE-CONSOLIDATION	SECURITY	POST-CONSOLIDATION (30:1)
<b>Shares</b>		<b>Shares</b>	
Shares currently on issue <sup>1</sup>	2,810,181,546	Shares currently on issue	93,672,718
Shares proposed to be issued under the Entitlement Offer <sup>2</sup>	2,810,181,546	Shares proposed to be issued under the Entitlement Offer	93,672,718
<b>TOTAL SHARES</b>	<b>5,620,363,093</b>	<b>TOTAL SHARES</b>	<b>187,345,436</b>
<b>Options</b>		<b>Options</b>	
Options exercisable at \$0.0068 and expiring 21 August 2027	73,200,000	Options exercisable at \$0.204 and expiring 21 August 2027	2,440,000
Options exercisable at \$0.02 and expiring 31 December 2025	40,000,000	Options exercisable at \$0.60 and expiring 31 December 2025	1,333,333
Options exercisable at \$0.03 and expiring 31 December 2025	40,000,000	Options exercisable at \$0.90 and expiring 31 December 2025	1,333,333
Options exercisable at \$0.006 and expiring 1 March 2027	100,000,000	Options exercisable at \$0.18 and expiring 1 March 2027	3,333,333
Lead Manager Options exercisable at \$0.001125 and expiring 4 years from the date of issue (the subject of Resolution 5)	90,000,000	Lead Manager Options exercisable at \$0.0338 and expiring 4 years from the date of issue (the subject of Resolution 5)	3,000,000
Underwriter Options and Sub-underwriter Options exercisable at \$0.001125 and expiring 4 years from the date of issue (the subject of Resolutions 6 and 7)	750,000,000	Underwriter Options and Sub-underwriter Options exercisable at \$0.0338 and expiring 4 years from the date of issue (the subject of Resolutions 6 and 7)	25,000,000
Director Options exercisable at \$0.001125 and expiring 4 years from the date of issue (the subject of (Resolutions 8 - 10)	300,000,000	Director Options exercisable at \$0.0338 and expiring 4 years from the date of issue (the subject of (Resolutions 8 - 10)	10,000,000
<b>TOTAL OPTIONS</b>	<b>1,393,200,000</b>	<b>TOTAL OPTIONS</b>	<b>46,440,000</b>

### Notes:

1. This figure includes the Placement Shares issued under the Placement. Refer to Section 4.2 for further details.
2. As announced on 5 June 2025, the Company proposes to undertake a non-renounceable pro-rata entitlement offer to raise up to approximately \$2.1 million (before costs) on the basis of three (3) new Shares for every four (4) Shares held at the record date at an issue price of \$0.001 per Share, together with one (1) free-attaching Share for every three (3) Shares subscribed for and issued. Refer to Section 4.4 for further details.

The above table is subject to rounding of fractional entitlements in accordance with Section 2.4 below and assumes that Shareholders approve the issue of the Lead Manager Options, the Underwriter Options, the Sub-underwriter Options and the Director Options pursuant to Resolutions 5 to 10. The above table also assumes that no other Shares are issued, including on the exercise or conversion of convertible securities.

## 2.4 Fractional entitlements

Not all Security holders will hold that number of Securities which can be evenly divided by 30. Fractional entitlements will be rounded down to the nearest whole number.

## 2.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

EVENT	DATE
Announcement of Consolidation	5 June 2025
Company sends out the Notice	2 July 2025
Release of Appendix 3A.3	1 August 2025
Shareholders approve the Consolidation	1 August 2025
Effective date of Consolidation	4 August 2025
Last day for trading in pre-Consolidation Securities	5 August 2025
Trading in post-Consolidation Securities commences on a deferred settlement basis	6 August 2025
Record Date (last day for the Company to register transfers on a pre-Consolidation basis)	7 August 2025
First day for the Company to update its register and send holding statements to Security holders reflecting the post-Consolidation change in the number of Securities they hold	8 August 2025
Last day for the Company to update its register and send holding statements to Security holders reflecting the post-Consolidation change in the number of Securities they hold and to notify ASX that this has occurred	14 August 2025

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

## 2.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 2.5 above), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

## 2.7 Taxation

It is not considered that any taxation implications will exist for Security holders arising from the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

### 3. RESOLUTION 3 – REPLACEMENT OF CONSTITUTION

#### 3.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules, noting the current Constitution was adopted in November 2019.

A summary of the proposed material changes is set out in Section 3.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website at [www.lanthanein.com](http://www.lanthanein.com) and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 9486 4036). Shareholders are invited to contact the Company if they have any queries or concerns.

#### 3.2 Summary of material proposed changes

<b>Employee incentive securities plan</b> (Clause 2.4)	<p>Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.</p> <p>The Proposed Constitution has set the issue cap at 20%.</p>
<b>Restricted securities</b> (Clause 2.13)	<p>The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes (and pursuant to ASX Compliance Update 01/24), ASX requires the Company to issue holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) restriction notices in the form of Appendix 9C advising them of the restriction.</p>
<b>Minimum securities holding</b> (Clause 3)	<p>Clause 3 of the Constitution outlines how the Company can manage securityholdings which represent an "unmarketable parcel" of securities, being a securityholding that is less than \$500 based on the closing price of the Company's securities on ASX as at the relevant time.</p> <p>The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their securityholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.</p> <p>Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.</p>
<b>Joint holders</b> (Clause 9.8)	<p>The ASX is considering replacement options for its Clearing House Electronic Subregister System (<b>CHES</b>). Due to complexities with</p>

	the solution design, there is no current go-live date. To ensure compliance with any replacement CHES system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules.
<b>Capital reductions (Clause 10.2)</b>	The Proposed Constitution permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction.
<b>Direct voting (clause 13)</b>	The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.
<b>Use of technology (Clause 14)</b>	The Proposed Constitution includes new provisions in relation to the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.
<b>Closing date for Director nominations (Clause 15.3)</b>	In December 2019, ASX amended Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 15.3 of the Proposed Constitution has been amended to at least 30 business days to allow the Company time to issue the required notification for director nominations prior to circulating the notice of meeting.
<b>Dividends (Clause 23)</b>	<p>Section 254T of the Corporations Act provides that a company must not a pay a dividend unless:</p> <ul style="list-style-type: none"> <li>(a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;</li> <li>(b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and</li> <li>(c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.</li> </ul> <p>The Proposed Constitution is consistent with the requirements of s254T of the Corporations Act.</p>

### 3.3 Insertion of partial (proportional) takeover provisions

<b>Overview</b>	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When</p>
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	<p>this clause ceases to apply, the constitution will be modified by omitting the clause.</p> <p>A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).</p> <p>This Resolution will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Proposed Constitution in the form of clause 37.</p>
<b>Effect of proposed proportional takeover provisions</b>	<p>Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.</p>
<b>Reasons for proportional takeover provisions</b>	<p>A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.</p>
<b>Knowledge of any acquisition proposals</b>	<p>As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.</p>
<b>Potential advantages and disadvantages of proportional takeover provisions</b>	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>(b) assisting in preventing Shareholders from being locked in as a minority;</li> <li>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</li> <li>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</li> </ul> <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> <li>(a) proportional takeover bids may be discouraged;</li> <li>(b) lost opportunity to sell a portion of their Shares at a premium; and</li> <li>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</li> </ul>
<b>Recommendation of the Board</b>	<p>The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest</p>

of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

## **4. BACKGROUND TO RESOLUTIONS 4 TO 7**

### **4.1 General**

On 5 June 2025, the Company announced a placement to sophisticated and professional investors to raise approximately \$275,000 (before costs) and a proposed non-renounceable pro-rata entitlement offer to raise approximately \$2,100,000 (before costs) (**Capital Raising Announcement**).

Resolutions 4 to 7 pertain to matters set out in the Capital Raising Announcement.

### **4.2 Placement**

As set out in the Capital Raising Announcement, the Company has secured funding of \$274,909 (before costs) from sophisticated and professional investors (**Placement Participants**) by the issue of 366,545,418 Shares (on a pre-Consolidation basis) (**Placement Shares**) at an issue price of \$0.00075 (on a pre-Consolidation basis) per Share (**Placement**).

On 12 June 2025, the Company completed the issue of a total of 366,545,418 Placement Shares utilising the Company's existing placement capacity under ASX Listing Rule 7.1.

The funds raised from the Placement are intended to be used primarily for exploration activities at the Company's Lyons and Edmund Projects in the Gascoyne region of WA, to identify and assess acquisitions and investment opportunities and for general working capital.

Resolution 4 seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 366,545,418 Placement Shares.

### **4.3 Lead Manager**

The Company engaged Inyati Capital Pty Ltd (ACN 642 351 193) (**Inyati** or **Lead Manager**) to act as lead manager to the Placement pursuant to a capital raising mandate dated 2 June 2025 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided, the Company has agreed to:

- (a) pay the Lead Manager a management fee equal to 2% of the gross proceeds raised under the Placement;
- (b) pay the Lead Manager a capital raising fee equal to 4% of the gross proceeds raised under the Placement; and
- (c) issue the Lead Manager (and/or its nominees) 90,000,000 Options exercisable at \$0.001125 each (being, a 50% premium to the issue price under the Placement) on or before the date that is four (4) years from the date of issue (on a pre-Consolidation basis) (being, 3,000,000 Options exercisable at \$0.0338 each on or before the date that is four (4) years from the date of issue (on a post-Consolidation basis)) (**Lead Manager Options**), subject to the Company obtaining shareholder approval.

The Lead Manager Mandate otherwise contains terms which are considered standard for an agreement of this type.

Resolution 5 seeks Shareholder approval for the issue of the Lead Manager Options to Inyati (and/or its nominees).

### **4.4 Non-Renounceable Entitlement Offer**

As set out in the Capital Raising Announcement, in addition to the Placement, the Company proposes to undertake a non-renounceable pro-rata entitlement offer of three (3) Shares for every four (4) Shares held by eligible shareholders registered at the record date at an issue price of \$0.001 per Share, together with one (1) free attaching Share for

every three (3) Shares applied for and issued (all on a pre-Consolidation basis), to raise up to \$2,107,636 (before costs) (**Entitlement Offer**).

Further information in relation to the Entitlement Offer is set out in the Capital Raising Announcement.

#### 4.5 Underwriting of Entitlement Offer

Inyati (the **Underwriter**) has agreed to fully underwrite the Entitlement Offer pursuant to an underwriting agreement dated 2 June 2025 (**Underwriting Agreement**).

Pursuant to the Underwriting Agreement, in consideration for the underwriting obligation undertaken by the Underwriter, the Company has agreed to:

- (a) issue to the Underwriter (and/or its nominees), subject to the Company obtaining shareholder approval, 750,000,000 Options exercisable at \$0.001125 each and expiring four (4) years from the date of issue (on a pre-Consolidation basis) (being, 25,000,000 Options exercisable at \$0.0338 each and expiring four (4) years from the date of issue (on a post-Consolidation basis)) (**Underwriter Options**), of which:
  - (i) 660,000,000 Options (on a pre-Consolidation basis) (being, 22,000,000 Options (on a post-Consolidation basis)) are being issued as an underwriting fee; and
  - (ii) 90,000,000 Options (on a pre-Consolidation basis) (being, 3,000,000 Options (on a post-Consolidation basis)) are being issued as a management fee; and
- (b) pay to the Underwriter:
  - (i) an underwriting fee equal to 2% of the amount underwritten under the Entitlement Offer (being, \$2,107,636); and
  - (ii) a management fee equal to 4% of the amount underwritten under the Entitlement Offer (inclusive of an underwriting licence fee of 0.5%).

Under the Underwriting Agreement, the Underwriter may at any time in its absolute discretion appoint sub-underwriters to sub-underwrite the Entitlement Offer. The Underwriter must pay all fees and commissions due to sub-underwriters of the Entitlement Offer.

The obligations of the Underwriter to fully underwrite the Entitlement Offer are subject to satisfaction of certain conditions precedent that are customary for an agreement of this nature. If those conditions precedent are not satisfied (or waived by the Underwriter) or if certain termination events occur, the Underwriter may terminate the Underwriting Agreement.

The Underwriting Agreement otherwise contains terms which are considered standard for an agreement of this type.

Mr Peter Pawlowitsch, Non-Executive Chairman of the Company, has agreed to sub-underwrite the Entitlement Offer up to a maximum of \$257,000 (**Sub-underwriting Commitment**).

Pursuant to the Sub-underwriting Commitment, the Underwriter has agreed to:

- (a) pay Mr Pawlowitsch a fee equal to 2% of the amount sub-underwritten under the Entitlement Offer; and
- (b) issue to Mr Pawlowitsch (and/or his nominees) up to 80,478,780 Underwriter Options (on a pre-Consolidation basis) (being, 2,682,626 Underwriter Options (on a post-Consolidation basis)) (**Sub-underwriter Options**).

Resolution 6 seeks Shareholder approval for the issue of the Underwriter Options to Inyati (and/or its nominees).

Resolution 7 seeks Shareholder approval for the issue of the Sub-underwriter Options to Mr Pawlowitsch (and/or his nominees).

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## 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

### 5.1 General

As set out in Section 4.2, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 366,545,418 Placement Shares on 12 June 2025.

The Company issued the Placement Shares utilising its placement capacity under ASX Listing Rule 7.1.

### 5.2 Listing Rule 7.1

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 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 the issue.

### 5.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

### 5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 the issue.

If this Resolution is not passed, the issue 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 the issue.

### 5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	<p>The Placement Participants who were professional and sophisticated investors identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company other than Inyati Fund Pty Ltd, an associate of the Lead Manager, which acquired 63,466,667 Placement Shares.</p>
<b>Number and class of Securities issued</b>	366,545,418 Placement Shares were issued.
<b>Terms of Securities</b>	The Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities were issued	12 June 2025.
Price or other consideration the Company received for the Securities	\$0.00075 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to raise capital, which funds the Company intends to apply as set out in Section 4.2.
Summary of material terms of agreement to issue	The Placement Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

## 6. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO LEAD MANAGER

### 6.1 General

As set out in Section 4.3, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options (being, 90,000,000 Options (on a pre-Consolidation basis)) to Inyati (and/or its nominees) pursuant to the Lead Manager Mandate, in part consideration for lead manager services provided by Inyati in relation to the Placement as set out in Section 4.3 above.

### 6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue. As a result, the Company may be required to negotiate alternative forms of consideration for Inyati, including satisfying the value of the Lead Manager Options in cash, which would deplete the Company's cash reserves.

### 6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Inyati Capital Pty Ltd (and/or its nominees).
Number of Securities and class to be issued	90,000,000 Lead Manager Options (on a pre-Consolidation basis) (being, 3,000,000 Lead Manager Options (on a post-Consolidation basis)) will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Lead Manager Options within 10 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Lead Manager Options will be issued at a nil issue price (or a nominal value of \$0.000001 per Option), in part consideration for lead manager services provided by Inyati in relation to the Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 4.3.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 7. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO UNDERWRITER

### 7.1 General

As set out in Section 4.5, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Underwriter Options (being, 750,000,000 Options (on a pre-Consolidation basis)) to Inyati (and/or its nominees) pursuant to the Underwriting Agreement, in part consideration for the underwriting obligation undertaken by Inyati as set out in Section 4.5 above.

### 7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 this Resolution is not passed, the Company will not be able to proceed with the issue. As a result, the Company may be required to negotiate alternative forms of consideration for Inyati, including satisfying the value of the Underwriter Options in cash, which would deplete the Company's cash reserves.

### 7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Inyati Capital Pty Ltd (and/or its nominees) and any sub-underwriters to the Entitlement Offer, who are not related parties of the Company.
<b>Number of Securities and class to be issued</b>	A maximum of 750,000,000 Underwriter Options (on a pre-Consolidation basis) (being, 25,000,000 Underwriter Options (on a post-Consolidation basis)) will be issued.

REQUIRED INFORMATION	DETAILS
	<p>It should be noted that the number of Underwriter Options issued will be reduced to the extent of the number of Sub-underwriter Options issued to Mr Pawlowitsch (and/or his nominees) under the Sub-underwriting Commitment.</p> <p>If 80,478,780 Sub-underwriter Options (on a pre-Consolidation basis) (being, 2,682,626 Sub-underwriter Options (on a post-Consolidation basis)) are issued, then only 669,521,220 Underwriter Options (on a pre-Consolidation basis) (being, 22,317,374 Underwriter Options (on a post-Consolidation basis)) will be issued.</p>
<b>Terms of Securities</b>	The Underwriter Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Company expects to issue the Underwriter Options following completion of the Entitlement Offer and placement of the shortfall (if any), and otherwise subject to and in accordance with the Underwriting Agreement.</p> <p>In any event, the Company will not issue any Underwriter Options 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).</p>
<b>Price or other consideration the Company will receive for the Securities</b>	The Underwriter Options will be issued at a nil issue price, in part consideration for the underwriting obligation undertaken by Inyati pursuant to the Underwriting Agreement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of the Underwriter Options is to satisfy the Company's obligations under the Underwriting Agreement.
<b>Summary of material terms of agreement to issue</b>	The Underwriter Options are being issued under the Underwriting Agreement, a summary of the material terms of which is set out in Section 4.5.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## **8. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO SUB-UNDERWRITER – MR PETER PAWLOWITSCH**

### **8.1 General**

As set out in Section 4.5, this Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of the Sub-underwriter Options (being, 80,478,780 Options (on a pre-Consolidation basis)) to Mr Peter Pawlowitsch (and/or his nominees) pursuant to the Sub-underwriting Commitment as set out in Section 4.5 above.

The Company is seeking a separate Shareholder approval to that of Resolution 6 (in respect of the pool of Underwriter Options) for the issue of these Options given that Mr Peter Pawlowitsch is a related party of the Company by virtue of being a Director, in which case Shareholder approval is required under Listing Rule 10.11 (instead of Listing Rule 7.1).

### **8.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and Mr Peter Pawlowitsch is a related party of the Company by virtue of being a Director. Details of Mr Peter Pawlowitsch's remuneration is set out in section 9.6 below.

The Directors (other than Mr Peter Pawlowitsch who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Sub-underwriter Options because the Sub-underwriter Options will be issued to Mr Peter Pawlowitsch (and/or his nominees) on the same terms as the Underwriter Options (the subject of Resolution 6) proposed to be issued to the Underwriter and/or any other sub-underwriters to the Entitlement Offer, who are not related parties of the Company, and as such the giving of the financial benefit is on arm's length terms. It is noted that the Underwriting Agreement was negotiated at arm's length between the Company and the Underwriter.

### 8.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

### 8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a result, the Company may be required to negotiate alternative forms of consideration for Mr Peter Pawlowitsch, including satisfying the value of the Sub-underwriter Options in cash, which would deplete the Company's cash reserves.

### 8.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Mr Peter Pawlowitsch (and/or his nominees).
<b>Categorisation under Listing Rule 10.11</b>	The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the recipient who receive Sub-underwriter Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	A maximum of 80,478,780 Sub-underwriter Options (on a pre-Consolidation basis) (being, 2,682,626 Sub-underwriter Options (on a post-Consolidation basis)) will be issued.
<b>Terms of Securities</b>	The Sub-underwriter Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	<p>The Company expects to issue the Sub-underwriter Options following completion of the Entitlement Offer and placement of the shortfall (if any), and otherwise at the same time as the Underwriter Options are issued.</p> <p>In any event, the Company will not issue any Sub-underwriter Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>
<b>Price or other consideration the Company will receive for the Securities</b>	<p>The Sub-underwriter Options will be issued at a nil issue price, in part consideration for the underwriting obligation undertaken by Inyati pursuant to the Underwriting Agreement.</p> <p>Mr Peter Pawlowitsch is receiving the Sub-underwriter Options directly given he has committed to sub-underwrite the Entitlement Offer pursuant to the Sub-underwriting Commitment.</p>
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	<p>The purpose of the issue of the Sub-underwriter Options is to satisfy the Company's obligations under the Underwriting Agreement.</p> <p>However, as noted above, the Company is seeking a separate Shareholder approval to that of Resolution 6 (in respect of the pool of Underwriter Options) for the issue of the Sub-underwriter Options given that Mr Peter Pawlowitsch is a related party of the Company by virtue of being a Director, in which case Shareholder approval is required under Listing Rule 10.11 (instead of Listing Rule 7.1).</p>
<b>Summary of material terms of agreement to issue</b>	The Sub-underwriter Options are being issued under the Underwriting Agreement, a summary of the material terms of which is set out in Section 4.5.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 9. RESOLUTIONS 8 TO 10 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTIES

### 9.1 General

As set out in the Capital Raising Announcement, the Company proposes to issue an aggregate of 300,000,000 Options exercisable at \$0.001125 each and expiring four (4) years from the date of issue (on a pre-Consolidation basis) (being, 10,000,000 Options exercisable at \$0.0338 each and expiring four (4) years from the date of issue (on a post-Consolidation basis)) (**Director Options**) to the Directors (and/or their respective nominees), subject to Shareholder approval being obtained.

Resolutions 8 to 10 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of the Director Options to Mr Peter Pawlowitsch, Mr David Frances and Mr Brian Thomas (or their respective nominees) on the terms and conditions set out below.

Further details in respect of the Options (on a pre-Consolidation basis) proposed to be issued are set out in the table below:

RECIPIENT	RESOLUTION	QUANTUM	EXERCISE PRICE	EXPIRY DATE
Mr Peter Pawlowitsch (or his nominee(s))	8	120,000,000	\$0.001125	The date that is four (4) years from the date of issue.
Mr David Frances (or his nominee(s))	9	60,000,000	\$0.001125	The date that is four (4) years from the date of issue.
Mr Brian Thomas (or his nominee(s))	10	120,000,000	\$0.001125	The date that is four (4) years from the date of issue.

## 9.2 Directors' Recommendation

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

## 9.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The issue of the Director Options constitutes giving a financial benefit and each of the Directors is a related party of the Company by virtue of being a Director.

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

## 9.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 8.3 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

## 9.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. As a result, the Company will need to evaluate other methods to remunerate and incentivise the Directors, and provide a performance linked incentive component to the remuneration packages of the Directors, which may involve the Company needing to utilise its cash reserves.

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

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Securities will be issued</b>	The proposed recipients of the Director Options are set out in Section 9.1 above.
<b>Categorisation under Listing Rule 10.11</b>	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the proposed recipients who receive Director Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	The maximum number of Director Options to be issued (being the nature of the financial benefit proposed to be given) is 300,000,000 Director Options (on a pre-Consolidation basis) (being, 10,000,000 Director Options (on a post-Consolidation basis)), which will be allocated as set out in the table included at Section 9.1 above.
<b>Terms of Securities</b>	The Director Options will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Director Options within 10 Business Days of the Meeting. In any event, the Company will not issue any Director Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Director Options will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Director Options for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue of the Director Options has no immediate dilutionary impact on Shareholders;</li> <li>(b) the taxation benefit which is available to the proposed recipients in respect of an issue of Director Options (specifically, premium exercise price options) is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Director Options (or exercise the Director Options and sell the underlying Shares) to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company;</li> <li>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Peter Pawlowitsch, Mr David Frances and Mr Brian Thomas; and</li> <li>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options on the terms proposed.</li> </ul>

REQUIRED INFORMATION	DETAILS																													
<p><b>Consideration of quantum of Securities to be issued</b></p>	<p>The number of Director Options to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p>																													
<p><b>Remuneration</b></p>	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year and next financial year are set out below:</p> <table border="1" data-bbox="662 698 1385 1032"> <thead> <tr> <th>RELATED PARTY</th> <th>NEXT FINANCIAL YEAR ENDING 30 JUNE 2026</th> <th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025</th> <th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024</th> </tr> </thead> <tbody> <tr> <td>Mr Peter Pawlowitsch<sup>1</sup></td> <td>\$95,568<sup>2</sup></td> <td>\$4,409</td> <td>Nil</td> </tr> <tr> <td>Mr David Frances</td> <td>\$67,784<sup>3</sup></td> <td>\$147,077</td> <td>\$104,372</td> </tr> <tr> <td>Mr Brian Thomas</td> <td>\$95,568<sup>4</sup></td> <td>\$254,993</td> <td>\$153,122</td> </tr> </tbody> </table> <p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>Appointed 21 May 2025.</li> <li>Comprising Director's fees/salary of \$40,000 (including superannuation) and \$55,568 in share-based payments (being the value of the Director Options, the subject of Resolution 8).</li> <li>Comprising Director's fees/salary of \$40,000 (including superannuation) and \$27,784 in share-based payments (being the value of the Director Options, the subject of Resolution 9).</li> <li>Comprising Director's fees/salary of \$40,000 (including superannuation) and \$55,568 in share-based payments (being the value of the Director Options, the subject of Resolution 10).</li> </ol>	RELATED PARTY	NEXT FINANCIAL YEAR ENDING 30 JUNE 2026	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024	Mr Peter Pawlowitsch <sup>1</sup>	\$95,568 <sup>2</sup>	\$4,409	Nil	Mr David Frances	\$67,784 <sup>3</sup>	\$147,077	\$104,372	Mr Brian Thomas	\$95,568 <sup>4</sup>	\$254,993	\$153,122													
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<p><b>Valuation</b></p>	<p>The value of the Director Options and the pricing methodology is set out in Schedule 2.</p>																													
<p><b>Summary of material terms of agreement to issue</b></p>	<p>The Director Options are not being issued under an agreement.</p>																													
<p><b>Interest in Securities</b></p>	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p><b>As at the date of this Notice (on a pre-Consolidation basis)</b></p> <table border="1" data-bbox="662 1682 1385 1912"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES</th> <th>OPTIONS</th> <th>UNDILUTED</th> <th>FULLY DILUTED</th> </tr> </thead> <tbody> <tr> <td>Mr Peter Pawlowitsch</td> <td>Nil</td> <td>Nil</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Mr David Frances</td> <td>Nil</td> <td>30,000,000</td> <td>Nil</td> <td>0.98%</td> </tr> <tr> <td>Mr Brian Thomas</td> <td>Nil</td> <td>30,000,000</td> <td>Nil</td> <td>0.98%</td> </tr> </tbody> </table> <p><b>Post issue (on a pre-Consolidation basis)</b></p> <table border="1" data-bbox="662 1964 1385 2094"> <thead> <tr> <th>RELATED PARTY</th> <th>SHARES</th> <th>OPTIONS</th> </tr> </thead> <tbody> <tr> <td>Mr Peter Pawlowitsch<sup>1</sup></td> <td>Nil</td> <td>200,478,780</td> </tr> <tr> <td>Mr David Frances</td> <td>Nil</td> <td>90,000,000</td> </tr> </tbody> </table>	RELATED PARTY	SHARES	OPTIONS	UNDILUTED	FULLY DILUTED	Mr Peter Pawlowitsch	Nil	Nil	Nil	Nil	Mr David Frances	Nil	30,000,000	Nil	0.98%	Mr Brian Thomas	Nil	30,000,000	Nil	0.98%	RELATED PARTY	SHARES	OPTIONS	Mr Peter Pawlowitsch <sup>1</sup>	Nil	200,478,780	Mr David Frances	Nil	90,000,000
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	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">Mr Brian Thomas</td> <td style="width: 33%;">Nil</td> <td style="width: 33%;">150,000,000</td> </tr> </table> <p><b>Note:</b></p> <p>1. This figure assumes the 80,478,780 Sub-underwriter Options (the subject of Resolution 7) are also issued).</p>	Mr Brian Thomas	Nil	150,000,000									
Mr Brian Thomas	Nil	150,000,000											
<b>Dilution</b>	<p>If the Director Options issued under these Resolutions are exercised, a total of 300,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,810,181,547 (being the total number of Shares on issue as at the date of this Notice) to 3,110,181,547 (assuming that no other Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 9.65%, comprising 3.86% by Mr Peter Pawlowitsch, 1.93% by Mr David Frances and 3.86% by Mr Brian Thomas.</p>												
<b>Market price</b>	<p>The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.</p> <p>It is noted that the Board agreed to the proposal to issue the Options, subject to Shareholder approval being obtained, as outlined in the Capital Raising Announcement, having regard to the prevailing market price of Shares on ASX prior to the date of release of the Capital Raising Announcement.</p>												
<b>Trading history</b>	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="background-color: #002060; color: white;"></th> <th style="background-color: #002060; color: white;">CLOSING PRICE</th> <th style="background-color: #002060; color: white;">DATE</th> </tr> </thead> <tbody> <tr> <td>Highest</td> <td>\$0.005</td> <td>10 July 2024</td> </tr> <tr> <td>Lowest</td> <td>\$0.001</td> <td>Various dates during May 2025 and June 2025</td> </tr> <tr> <td>Last</td> <td>\$0.001</td> <td>18 June 2025</td> </tr> </tbody> </table>		CLOSING PRICE	DATE	Highest	\$0.005	10 July 2024	Lowest	\$0.001	Various dates during May 2025 and June 2025	Last	\$0.001	18 June 2025
	CLOSING PRICE	DATE											
Highest	\$0.005	10 July 2024											
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<b>Other information</b>	<p>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</p>												
<b>Voting exclusion statements</b>	<p>Voting exclusion statements apply to these Resolutions.</p>												
<b>Voting prohibition statements</b>	<p>Voting prohibition statements apply to these Resolutions.</p>												

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

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

**Capital Raising Announcement** has the meaning given to it in Section 4.1.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Lanthanein Resources Limited (ACN 095 684 389).

**Consolidation** has the meaning given to it in Section 2.1.

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Director Options** has the meaning given to it in Section 9.1.

**Entitlement Offer** has the meaning given to it in Section 4.4.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Inyati** or **Lead Manager** or **Underwriter** means Inyati Capital Pty Ltd (ACN 642 351 193).

**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.

**Lead Manager Mandate** has the meaning given to it in Section 4.3.

**Lead Manager Options** has the meaning given to it in Section 4.3.

**Listing Rules** means the Listing Rules of ASX.

**Material Person** means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

**Meeting** means the meeting convened by the Notice.

**Notice** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Performance Share** means a performance right or share in the capital of the Company which converts into a Share following satisfaction of a performance milestone.

**Placement** has the meaning given to it in Section 4.2.

**Placement Participants** has the meaning given to it in Section 4.2.

**Placement Shares** has the meaning given to it in Section 4.2.

**Proposed Constitution** has the meaning given to it in Section 3.1.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

**Security** means a Share, Option or Performance Share (as applicable).

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

**Shareholder** means a registered holder of a Share.

**Sub-underwriter Options** has the meaning given to it in Section 4.5.

**Sub-underwriting Commitment** has the meaning given to it in Section 4.5.

**Underwriter Options** has the meaning given to it in Section 4.5.

**Underwriting Agreement** has the meaning given to it in Section 4.5.

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

**SCHEDULE 1 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS, UNDERWRITER OPTIONS, SUB-UNDERWRITER OPTIONS AND DIRECTOR OPTIONS**

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.001125 each (on a pre-Consolidation basis) or \$0.0338 each (on a post-Consolidation basis) ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	<p>Each Option will expire at 5:00 pm (WST) on the date that is four (4) years from the date of issue (<b>Expiry Date</b>).</p> <p>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.</p>
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.</li> </ul> <p>If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the

		ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	<b>Change in exercise price/Adjustment for rights issue</b>	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	<b>Transferability</b>	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13.	<b>Cashless exercise</b> <i>(Note: this term only applies to the Director Options)</i>	<p>Optionholders may, at their election, elect to pay the Exercise Price for Options they wish to exercise by setting off the Exercise Price against the number of Shares which they are entitled to receive upon exercise of those Options (<b>Cashless Exercise Facility</b>). By using the Cashless Exercise Facility, the Optionholders will receive Shares to the value of the surplus after the Exercise Price has been set off.</p> <p>If an Optionholder elects to use the Cashless Exercise Facility, the Optionholder will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value of the difference between the Exercise Price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price of Shares on the ASX over the five trading days immediately preceding the date of the Exercise Notice).</p>

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**SCHEDULE 2 – VALUATION OF DIRECTOR OPTIONS**

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The Options to be issued pursuant to Resolutions 8 to 10 have been valued by FT Corporate Pty Ltd, which is engaged by the Company to provide company secretarial services and general accounting and corporate services.

Using the Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed the following value:

<b>ASSUMPTIONS:</b>	
Valuation date	4 June 2025
Spot price of Shares (on a post-Consolidation basis) (Based on the issue price under the Placement of \$0.00075 (on a pre-Consolidation basis))	\$0.0225
Exercise price (on a post-Consolidation basis)	\$0.0338
Expiry date (length of time from issue)	4 June 2029
Time to expiry	4 years
Risk free interest rate	0.25%
Standard Deviation of Returns	100.00%
Indicative value per Director Option	\$0.013892
<b>Total Value of Director Options</b>	<b>\$138,920</b>
Peter Pawlowitsch (Resolution 8)	\$55,568
David Frances (Resolution 9)	\$27,784
Brian Thomas (Resolution 10)	\$55,568

**Note:** The valuation noted above is not necessarily the market price that the Director Options could be traded at and is not automatically the market price for taxation purposes.

# 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 **11.00am (AWST) on Wednesday, 30 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  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

