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**TRIGG MINERALS LIMITED**  
**ACN 168 269 752**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 9:00 AM  
**DATE:** 10 September 2025  
**PLACE:** Suite 2, 68 Hay Street, Subiaco WA 6008

*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 8 September 2025.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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 53,929,608 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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 93,129,216 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

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 one free attaching Placement Option for every two Shares subscribed for and issued pursuant to the Placement, on the terms and conditions set out in the Explanatory Statement."*

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#### 4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO GBA CAPITAL PTY LTD

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 4,411,765 Options to GBA Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."*

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#### 5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO ROTH CAPITAL PARTNERS, LLC

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 4,411,764 Options to Roth Capital Partners, LLC on the terms and conditions set out in the Explanatory Statement."*

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#### 6. RESOLUTION 6 – APPROVAL TO ISSUE TMGOD OPTIONS TO GBA CAPITAL

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 10,000,000 TMGOD Options to GBA Capital on the terms and conditions set out in the Explanatory Statement."*

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#### 7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO GLOBALORE

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 6,704,546 Shares to GlobalOre on the terms and conditions set out in the Explanatory Statement."*

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**8. RESOLUTION 8 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS – TIMOTHY MORRISON**

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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Rights to Timothy Morrison (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

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**9. RESOLUTION 9 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS – ANDRE BOOYZEN**

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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Rights to Andre Booyzen (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

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**10. RESOLUTION 10 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS - BISHOY HABIB**

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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Rights to Bishoy Habib (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

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**11. RESOLUTION 11 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS - NICHOLAS KATRIS**

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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Rights to Nicholas Katris (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

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**12. RESOLUTION 12 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS – CHRIS GREGORY**

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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Rights to Chris Gregory (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

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**13. RESOLUTION 13 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS – JAMES GRAF**

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 10.14 and for all other purposes, approval is given for the Company to issue 10,000,000 Performance Rights to James Graf (or their nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

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**14. RESOLUTION 14 – APPROVAL OF GRANT OF POTENTIAL TERMINATION BENEFITS UNDER THE INCENTIVE PLAN**

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

*"That, conditional on Resolution 14 being approved, for the purposes of Part 2D.2 of the Corporations Act, Listing Rule 10.19 and for all other purposes, approval is given for the giving of benefits to any current or future person holding a managerial or executive office ceasing to hold a managerial or executive office in the Company or a related body corporate in connection with the Company's Plan on the terms and conditions set out in the Explanatory Statement."*

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**15. RESOLUTION 15 – APPROVAL TO ISSUE SECURITIES UNDER THE INCENTIVE PLAN**

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 100,000,000 Securities under the Company's employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 5 August 2025**

## Voting Prohibition Statements

<b>Resolution 8 – Issue of Incentive Performance Rights – Timothy Morrison</b>	<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> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>
<b>Resolution 9 – Issue of Incentive Performance Rights – Andre Booyzen</b>	<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> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>
<b>Resolution 10 – Issue of Incentive Performance Rights – Bishop Habib</b>	<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> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>
<b>Resolution 11 – Issue of Incentive Performance Rights – Nicholas Katris</b>	<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 11 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 11 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> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> </ul>

	<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 11 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>
<b>Resolution 12 – Issue of Incentive Performance Rights – Chris Gregory</b>	<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 12 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 12 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 12 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>
<b>Resolution 13 – Issue of Incentive Performance Rights – James Graf</b>	<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 13 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 13 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>(c) 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>(d) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if:</p> <p>(e) the proxy is the Chair; and</p> <p>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>
<b>Resolution 14 - Approval of Grant of Potential Termination Benefits Under the Incentive Plan</b>	<p>In accordance with section 250BD and section 200E(2A) 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>However, 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>
<b>Resolution 15 - Approval to Issue Securities Under the Incentive Plan</b>	<p>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>However, the above prohibition does not apply if:</p> <p>(c) the proxy is the Chair; and</p> <p>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 1 – Ratification of prior issue of Placement Shares under - Listing Rule 7.1</b>	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 2 – Ratification of prior issue of Placement Shares under - Listing Rule 7.1A</b>	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 3 – Approval to issue options to Placement Participants</b>	The Placement Participants 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 4 – Approval to issue Options to GBA Capital</b>	GBA Capital 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 5 – Approval to issue Options to Roth Capital</b>	Roth Capital 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 TMGOD Options to GBA Capital</b>	GBA Capital 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 Shares to GlobalOre</b>	GlobalOreAdvisory Pty Limited 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 8 – Issue of Incentive Performance Rights – Timothy Morrison</b>	Timothy Morrison or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 9 – Issue of Incentive Performance Rights – Andre Booyzen</b>	Andre Booyzen or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 10 – Issue of Incentive Performance Rights – Bishoy Habib</b>	Bishoy Habib or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 11 – Issue of Incentive Performance Rights – Nicholas Katris</b>	Nicholas Katris or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 12 – Issue of Incentive Performance Rights – Chris Gregory</b>	Chris Gregory or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 13 – Issue of Incentive Performance Rights – James Graf</b>	James Graf or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
<b>Resolution 14 – Approval of Grant of Potential Termination Benefits Under the Incentive Plan</b>	Any officer of the Company or any of its child entities (as defined in the Listing Rules) who is entitled to participate in a termination benefit or an associate of that person or those persons.
<b>Resolution 15 – Approval to Issue Securities Under the Incentive Plan</b>	A person who is eligible to participate in the employee incentive scheme 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.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 400 030 706.***

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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. BACKGROUND TO RESOLUTIONS 1 TO 5

#### 1.1 Placement

As announced on the ASX on 2 July 2025, the Company received firm commitments to raise approximately \$12.5 million through the issue of securities to new and existing professional and sophisticated investors (**Placement Participants**) (**Placement**).

Under the Placement, the Company issued 147,058,824 new Shares at \$0.085 per Share (**Placement Shares**) to raise approximately \$12.5 million. 53,929,608 of the Placement Shares were issued on 14 July 2025 pursuant to the Company's placement capacity under Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1. A further 93,129,216 Placement Shares were also issued on 14 July 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2.

Subject to Shareholder approval sought pursuant to Resolution 3, the Company has agreed to issue participants of the Placement one free attaching Option (exercisable at \$0.10 on or before the date that is 3 years from the date of issue) for every two Shares subscribed for under the Placement (**Placement Options**). The terms of the Placement Options are set out in Schedule 1. The Company intends to seek quotation of the Placement Options.

#### 1.2 Joint Lead Managers

The Company appointed GBA Capital Pty Ltd (**GBA Capital**) and Roth Capital Partners, LLC (**Roth Capital**) as joint lead managers to the Placement (**Joint Lead Managers**). The company has entered into a lead manager mandates with the Joint Lead Managers (**Joint Lead Manager Mandate**), pursuant to which the Company has agreed to pay/issue the Joint Lead Managers (or their nominee/s):

- (a) a placement fee of 6% of the amount raised under the Placement; and
- (b) 8,823,529 Options, being 6% of the securities issued under the Placement, exercisable at \$0.106 on or before three years from the date of issue (**Broker Options**). The Company is seeking Shareholder approval to issue the Broker Options pursuant to Resolutions 4 and 5. The Broker Options will be issued under the terms set out in Schedule 2.

The fee to be paid to the Joint Lead Managers is split evenly between the Joint Lead Managers. The Joint Lead Manager Mandate is otherwise on standard market terms and conditions.

#### 1.3 Use of Funds

The Company intends to apply the funds raised from the Capital Raising (less expenses) to progress its near terms objectives, namely:

- (a) to progress its US and Australian operations, including exploration and pilot mining activities, restating the USBM resource to a JORC 2012/SK-1300 compliant resource at the Antimony Canyon Project in Utah; and exploration at Wild Cattle Creek in New South Wales;
- (b) to investigate a potential US mainboard listing; and
- (c) to contribute towards general working capital and costs associated with the Placement.

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## **2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A**

### **2.1 General**

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 147,058,824 Shares at an issue price of \$0.085 per Share to raise \$12.5 million.

53,929,608 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 93,129,216 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

### **2.2 Listing Rules 7.1 and 7.1A**

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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

### **2.3 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.

### **2.4 Technical information required by Listing Rule 14.1A**

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, 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 these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

### **2.5 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 comprised of professional and sophisticated investors who were identified through a bookbuild process, which involved GBA Capital and Roth Capital seeking expressions of interest to participate in the capital raising 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.</p>

REQUIRED INFORMATION	DETAILS
<b>Number and class of Securities issued</b>	147,058,824 Shares were issued on the following basis: (a) 53,929,608 Shares issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 93,129,216 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
<b>Terms of Securities</b>	The 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.
<b>Date(s) on or by which the Securities were issued</b>	14 July 2025
<b>Price or other consideration the Company received for the Securities</b>	\$0.085 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to raise capital, which the Company intends to apply towards the items detailed in Section 1.3.
<b>Summary of material terms of agreement to issue</b>	The Shares were not issued under an agreement.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

### 3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

#### 3.1 General

A summary of the Placement is set out in Section 1.1 above.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of one free attaching Placement Options for every two Shares subscribed for under the Placement. The Placement Options will be exercisable at \$0.10 each on or before the date that is three years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

#### 3.2 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 and the Placement participants will not receive their Placement Options.

#### 3.3 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</b>	The Placement Participants, who comprised of professional and sophisticated investors who were identified through a bookbuild process, which involved GBA Capital and Roth Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The

REQUIRED INFORMATION	DETAILS
<b>or will be identified/selected</b>	Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	The maximum number of Placement Options to be issued is equal to 50% of the number of Shares to be issued (being approximately 73,529,412 Options) as the Options will be issued free attaching with the Shares on a 1:2 basis.
<b>Terms of Securities</b>	The Placement 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 Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement 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 Company will receive nil consideration for the Placement Options as they are free attaching to the Shares under the Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to incentivise the Placement Participants to participate in the Placement and raise capital, which the Company intends to apply towards the items detailed in Section 1.3.
<b>Summary of material terms of agreement to issue</b>	The Placement Options are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

#### 4. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE OPTIONS TO THE JOINT LEAD MANAGERS

##### 4.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of:

- (a) 4,411,765 Broker Options to GBA Capital (being the subject of Resolution 4); and
- (b) 4,411,764 Broker Options to Roth Capital (being the subject of Resolution 5);

in consideration for lead manager services provided by the Joint Lead Managers in connection with the Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

##### 4.2 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.

### 4.3 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>	GBA Capital (Resolution 4) and Roth Capital (Resolution 5).
<b>Number of Securities and class to be issued</b>	(a) 4,411,765 Broker Options to GBA Capital (being the subject of Resolution 4); and (b) 4,411,764 Broker Options to Roth Capital (being the subject of Resolution 5);
<b>Terms of Securities</b>	The Broker Options will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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 Securities will be issued at a nil issue price, in consideration for lead manager services provided by the Joint Lead Managers in connection with the Placement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Joint Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Broker Options are being issued under the Joint Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 5. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO GBA CAPITAL

### 5.1 General

On 8 August 2024, the Company entered into a mandate with GBA Capital Pty Ltd (**GBA Capital**) pursuant to which GBA Capital was engaged by the Company to act as a corporate advisor (**Advisory Mandate**).

- (a) In accordance with the terms of the Advisory Mandate the Company has agreed to pay GBA Capital (or its nominee(s)) the following fees (exclusive of GST):
- (i) a corporate retainer of \$7,000 monthly for the duration of 6 months;
  - (ii) a facilitation fee equal to 5% on any project acquisitions brokered by GBA Capital;
  - (iii) a number of options (to be agreed between the parties at a later date) on future capital raisings, asset acquisitions and business development. It was agreed between the parties that GBA Capital would be issued 5,000,000 options for lead manager services provided in connection with the Placement (the subject of Resolution 5); and

- (iv) up to 10,000,000 advisor options, subject to the Company obtaining Shareholder approval, on the vesting conditions set out below, including:
  - (A) 5,000,000 TMGOD Options on the VWAP of the Company's Shares exceeding or equal to \$0.02 per Share for at least 20 consecutive trading days on which the Company's Shares have actually traded (the subject of Resolution 6); and
  - (B) 5,000,000 TMGOD Options on the VWAP of the Company's Shares exceeding or equal to \$0.03 per Share for at least 20 consecutive trading days on which the Company's Shares have actually traded (the subject of Resolution 6).
- (b) Autorenewal of the Advisory Mandate will apply for a further 6 months unless agreed to be terminated by both the Company and GBA Capital.
- (c) Other than as noted above, the Advisory Mandate contains terms which are standard for an agreement of this type.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 10,000,000 TMGOD Options as consideration for advisory services provided by GBA Capital to the Company under the Advisory Mandate.

## 5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 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.

## 5.3 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. Accordingly, the Company would have to pay its fees owing to GBA Capital for its advisory services in cash which would further deplete the Company's existing cash reserves.

## 5.4 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>	GBA Capital or its nominee(s).  The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	10,000,000 TMGOD Options will be issued.
<b>Terms of Securities</b>	The TMGOD Options will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the TMGOD Options within 5 Business Days of the relevant conditions being met. In any event, the Company will not issue any Securities 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 TMGOD Options will be issued at a nil issue price, in consideration for advisory services provided to the Company.

REQUIRED INFORMATION	DETAILS
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	As set out in Section 5.1(a)(iv), pursuant to the Advisory Mandate, the Company is obligated to issue GBA Capital 10,000,000 TMGOD Options upon the satisfaction of certain milestones (subject to shareholder approval).  As the milestones outlined under Section 5.1(a)(iv)(A), (B) have been satisfied, the Company is seeking to issue 10,000,000 TMGOD Options to satisfy its obligations under the Advisory Mandate.
<b>Summary of material terms of agreement to issue</b>	The TMGOD Options are being issued under the Advisory Mandate, a summary of the material terms of which is set out in Section 5.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 6. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO GLOBALORE

### 6.1 General

On or about 10 July 2024, the Company entered into a geoscience consultancy agreement (**Consultancy Agreement**) with GlobalOreAdvisory Pty Limited (ACN 648 279 887) (**GlobalOre**). Under the Consultancy Agreement, GlobalOre agreed to provide the Company with project management and technical services for mineral commodities exploration and other geological and geoscience services

As part consideration for the consultancy services to be provided by GlobalOre under the Consultancy Agreement, the Company has agreed to issue GlobalOre or its nominee(s) (subject to shareholder approval) the following:

- (a) 6,704,546 Shares (being, the subject of Resolution 8); and
- (b) a number of bonus Shares to be issued as follows:
  - (i) a number of shares to the value of \$100,000 based on the 14 day VWAP of the Company's Shares immediately prior to the date the parties agree that the Company has drilled a hole in Queensland that is completed within 12 months from the commencement of the Agreement and intercepts at least 20 g\*m AuEq; and
  - (ii) a number of shares that is equivalent to the value of 10% of the total undiscounted consulting fee invoiced up to the date that the Company completes the following within 12 months from the date of the Agreement:
    - (A) Tr'gg's maiden Drummond Project drill program;
    - (B) Complete a geophysics program in Tr'gg's Drummond Project;
    - (C) Secure Trigg Project Status to provide tenure retention options and reduce expenditure commitments; and
    - (D) Deliver a prospectivity report and recommendations on Tr'gg's BOA tenements and provide associated news release content.
  - (iii) Where the deemed issue price is to be based on the 14 day VWAP of the Company's Shares immediately prior to the commencement date of the Consultancy Agreement.

The Consultancy Agreement otherwise contained provisions considered standard for an agreement of its nature (including exclusivity, representations and warranties and confidentiality provisions).



## 6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 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. Accordingly, the Company would have to find alternative means of consideration to fulfil its obligations under the Consultancy Agreement such as further cash consideration which would further deplete the Company's existing cash reserves.

## 6.4 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>	The Shares will be issued to GlobalOre or their nominee(s). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
<b>Number of Securities and class to be issued</b>	6,704,546 Shares will be issued.
<b>Terms of Securities</b>	The Shares 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.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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 Shares will be issued at a nil issue price, in consideration for consultancy services provided to the Company under the Consultancy Agreement.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Consultancy Agreement.
<b>Summary of material terms of agreement to issue</b>	The Shares are being issued under the Consultancy Agreement, a summary of the material terms of which are set out in Section 6.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 7. RESOLUTIONS 8 TO 13 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO RELATED PARTIES

### 7.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of an aggregate of 60,000,000 Performance Rights to Timothy Morrison, Andre Booyzen, Bishoy Habib, Nicholas Katris, Chris Gregory and James Graf (or their nominee(s)) pursuant to the Incentive Plan (**Plan**) on the terms and conditions set out below.

Further details in respect of the Performance Rights proposed to be issued are set out in the table below.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION / EXERCISE PRICE	EXPIRY DATE
I	5,000,000	Timothy Morrison	8	The Company achieving a market capitalisation of at least \$150,000,000, based on the volume weighted average market price of Shares over 5 consecutive trading days on which the Shares have been traded on the ASX ( <b>5-Day VWAP</b> )	The date that is five years from the date of issue.
J	5,000,000	Timothy Morrison	8	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
I	5,000,000	Andre Booyzen	9	The Company achieving a market capitalisation of at least \$150,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
J	5,000,000	Andre Booyzen	9	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
I	5,000,000	Bishoy Habib	10	The Company achieving a market capitalisation of at least \$150,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
J	5,000,000	Bishoy Habib	10	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
I	5,000,000	Nicholas Katris	11	The Company achieving a market capitalisation of at least \$150,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
J	5,000,000	Nicholas Katris	11	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
J	5,000,000	Chris Gregory	12	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
K	5,000,000	Chris Gregory	12	The Company announcing an Inferred Mineral Resource Estimate, in accordance with the JORC Code or SK-1300, at the	The date that is five years from the date of issue.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION / EXERCISE PRICE	EXPIRY DATE
				Company's Antimony Canyon Project.	
I	5,000,000	James Graf	13	The Company achieving a market capitalisation of at least \$150,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.
J	5,000,000	James Graf	13	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The date that is five years from the date of issue.

## 7.2 Director 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 Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

## 7.3 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 each of the proposed recipients is a related party of the Company by virtue of being a Director (or, in the case of Bishoy Habib, who ceased to be a Director effective from 28 July 2025, a Director in the last 6 months).

As Securities 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.

## 7.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

## 7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not

required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolution are not passed, the Company will not be able to proceed with the issue.

## 7.6 Technical information required by Listing Rule 10.15 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 Securities are set out in Section 7.1.
<b>Categorisation under Listing Rule 10.14</b>	Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director (or recent former Director in the case of Bishoy Habib).  Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
<b>Number of Securities and class to be issued</b>	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 60,000,000 which will be allocated as set out in the table included at Section 7.1 above.
<b>Terms of Securities</b>	The Performance Rights will be issued on the terms and conditions set out in Schedule 4.
<b>Material terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 6.
<b>Material terms of any loan</b>	No loan is being made in connection with the acquisition of the Securities.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than 15 months after the date of the Meeting (or such later date as 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 Securities 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 Directors to motivate and reward their performance as a Directors and to provide cost effective remuneration to the Directors, enabling 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 Directors.
<b>Consideration of type of Security to be issued</b>	The Company has agreed to issue the Performance Rights for the following reasons:  (a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders;  (b) the milestones attaching to the Performance Rights to the Directors will align the interests of the recipient with those of Shareholders;  (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 the Directors; and

REQUIRED INFORMATION	DETAILS																					
	<p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.</p>																					
Consideration of quantum of Securities to be issued	<p>The number of Securities 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 retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.</p>																					
Remuneration package	<p>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026<sup>1</sup></th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr><tr><td>Timothy Morrison</td><td>\$592,800</td><td>\$303,875</td></tr><tr><td>Andre Booyzen</td><td>\$592,800</td><td>\$52,173</td></tr><tr><td>Bishoy Habib</td><td>\$418,980<sup>2</sup></td><td>\$94,980</td></tr><tr><td>Nicholas Katris</td><td>\$373,980</td><td>\$104,478</td></tr><tr><td>Chris Gregory</td><td>\$60,000</td><td>Nil<sup>3</sup></td></tr><tr><td>James Graf</td><td>\$60,000</td><td>Nil<sup>4</sup></td></tr></table> <p><b>Notes:</b></p> <p>1. Comprising the following:</p> <ul style="list-style-type: none"><li>Timothy Morrison: Directors' fees/salary of \$240,000, superannuation of \$28,800, and share-based payments of \$324,000, being the value of the Performance Rights the subject of Resolution 8.</li><li>Andre Booyzen: Directors' fees/salary of \$240,000, superannuation of \$28,800, and share-based payments of \$324,000, being the value of the Performance Rights the subject of Resolution 9.</li><li>Bishoy Habib: Directors' fees of \$49,980, consulting fees of \$45,000 for strategic and business development services provided in addition to his role as a Non-Executive Director, and share-based payments of \$324,000, being the value of the Performance Rights the subject of Resolution 10.</li><li>Nicholas Katris: Directors' fees of \$49,980 and share-based payments of \$324,000, being the value of the Performance Rights the subject of Resolution 8. Company Secretarial and Accounting services (invoiced by Maxim Corporate Pty Ltd) are not included in his remuneration as they are provided with staff support and on behalf of the company.</li></ul> <p>2. Bishoy Habib resigned as a Director on 28 July 2025.</p> <p>3. Chris Gregory was appointed as a Director on 28 July 2025.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026 <sup>1</sup>	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Timothy Morrison	\$592,800	\$303,875	Andre Booyzen	\$592,800	\$52,173	Bishoy Habib	\$418,980 <sup>2</sup>	\$94,980	Nicholas Katris	\$373,980	\$104,478	Chris Gregory	\$60,000	Nil <sup>3</sup>	James Graf	\$60,000	Nil <sup>4</sup>
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026 <sup>1</sup>	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025																				
Timothy Morrison	\$592,800	\$303,875																				
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Bishoy Habib	\$418,980 <sup>2</sup>	\$94,980																				
Nicholas Katris	\$373,980	\$104,478																				
Chris Gregory	\$60,000	Nil <sup>3</sup>																				
James Graf	\$60,000	Nil <sup>4</sup>																				

REQUIRED INFORMATION	DETAILS																																																																						
	<p>4. James Graf's appointment will take effect from once he has successfully obtained an Australian Director Identification Number from Australian Business Registry Services.</p>																																																																						
Valuation	<p>The Company values the Performance Rights as follows: Class I at \$1,080,000, Class J at \$648,000, and Class K at \$425,000. These values were derived using a Monte Carlo simulation for Class I and J, and the Black-Scholes model for Class K. Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 5.</p>																																																																						
Interest in Securities	<p>The relevant interests of the 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</b></p> <table><tr><th>RELATED PARTY</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Timothy Morrison</td><td>7,178,636</td><td>Nil</td><td>10,000,000</td><td>0.66%</td><td>1.12%</td></tr><tr><td>Andre Booyzen</td><td>Nil</td><td>Nil</td><td>20,000,000</td><td>Nil</td><td>1.31%</td></tr><tr><td>Bishoy Habib</td><td>6,000,000</td><td>Nil</td><td>10,000,000</td><td>0.56%</td><td>1.05%</td></tr><tr><td>Nicholas Katris</td><td>11,000,000</td><td>Nil</td><td>10,000,000</td><td>1.02%</td><td>1.37%</td></tr><tr><td>Chris Gregory</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>James Graf</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr></table> <p><b>Post issue</b></p> <table><tr><th>RELATED PARTY</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Timothy Morrison</td><td>7,178,636</td><td>Nil</td><td>20,000,000</td></tr><tr><td>Andre Booyzen</td><td>Nil</td><td>Nil</td><td>30,000,000</td></tr><tr><td>Bishoy Habib</td><td>6,000,000</td><td>Nil</td><td>20,000,000</td></tr><tr><td>Nicholas Katris</td><td>11,000,000</td><td>Nil</td><td>20,000,000</td></tr><tr><td>Chris Gregory</td><td>Nil</td><td>Nil</td><td>10,000,000</td></tr><tr><td>James Graf</td><td>Nil</td><td>Nil</td><td>10,000,000</td></tr></table> <p><b>Notes:</b></p> <p>1. Fully paid ordinary shares in the capital of the Company (ASX: TMG).</p>	RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Timothy Morrison	7,178,636	Nil	10,000,000	0.66%	1.12%	Andre Booyzen	Nil	Nil	20,000,000	Nil	1.31%	Bishoy Habib	6,000,000	Nil	10,000,000	0.56%	1.05%	Nicholas Katris	11,000,000	Nil	10,000,000	1.02%	1.37%	Chris Gregory	Nil	Nil	Nil	Nil	Nil	James Graf	Nil	Nil	Nil	Nil	Nil	RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS	Timothy Morrison	7,178,636	Nil	20,000,000	Andre Booyzen	Nil	Nil	30,000,000	Bishoy Habib	6,000,000	Nil	20,000,000	Nicholas Katris	11,000,000	Nil	20,000,000	Chris Gregory	Nil	Nil	10,000,000	James Graf	Nil	Nil	10,000,000
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Chris Gregory	Nil	Nil	10,000,000																																																																				
James Graf	Nil	Nil	10,000,000																																																																				
Dilution	<p>If the milestones attached to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 60,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,080,802,140 (being the total number of Shares on issue as at the date of this Notice) to 1,140,802,140 (assuming that no 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 5.28%, comprising 0.88% by Timothy Morrison, 0.88% by Andre Booyzen, 0.88% by Bishoy Habib, 0.88% by Nicholas Katris, 0.88% by Chris Gregory and 0.88% by James Graf.</p>																																																																						

REQUIRED INFORMATION	DETAILS												
Trading history	<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><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.11</td><td>4 August 2025</td></tr><tr><td>Lowest</td><td>\$0.008</td><td>20 August 2024 and 19 August 2024</td></tr><tr><td>Last</td><td>\$0.11</td><td>4 August 2025</td></tr></table>		PRICE	DATE	Highest	\$0.11	4 August 2025	Lowest	\$0.008	20 August 2024 and 19 August 2024	Last	\$0.11	4 August 2025
	PRICE	DATE											
Highest	\$0.11	4 August 2025											
Lowest	\$0.008	20 August 2024 and 19 August 2024											
Last	\$0.11	4 August 2025											
Securities previously issued to the recipient/(s) under the Plan	Performance Rights have previously been issued for nil cash under the Plan, comprising 16,000,000 each to Timothy Morrison, Bishoy Habib and Nicholas Katris, and 20,000,000 to Andre Booyzen,												
Additional Information	<p>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>												
Other information	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.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

## 8. RESOLUTIONS 14 – APPROVAL OF GRANT OF POTENTIAL TERMINATION BENEFITS UNDER THE INCENTIVE PLAN

### 8.1 General

This Resolution seeks Shareholder approval in accordance with Part 2D.2 of the Corporations Act (including sections 200B, 200C and 200E of the Corporations Act) and Listing Rule 10.19 for the Company to give certain potential termination benefits to any current or future individual that holds managerial or executive office in the Company, or a related body corporate, who ceases to hold such position in connection with the Company's Plan.

Under the terms of the Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities. The exercise of this discretion and any 'accelerated vesting' of securities under the Plan may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board seeks Shareholder approval pursuant to Resolution 14.

## **8.2 Part 2D.2 of the Corporations Act**

The Corporations Act restricts the benefits which can be given to individuals who hold a managerial or executive office (as defined in the Corporations Act) in the Company or its related bodies corporate in connection with the retirement from their position in the Company or its related bodies corporate, unless an exception applies.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Provided shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e., the approved benefit will not count towards the statutory cap under the Corporations Act).

In accordance with section 200C of the Corporations Act, the Company is also required to obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act where a benefit is given to a person who holds or has held a managerial or executive office in the Company or its related bodies corporate (or a spouse, relative or associate of such person) in connection with the transfer of the whole or any party of the undertaking or property of the Company.

## **8.3 Listing Rule 10.19**

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**).

## **8.4 Termination benefits and their value**

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give to individuals who hold managerial or executive office under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting, the number of Securities that vest or remain on foot and the extent to which any relevant vesting conditions have been satisfied (if applicable).

## **8.5 Technical information required by Listing Rule 14.1A**

If this Resolutions is approved at the Meeting, individuals who hold a managerial or executive office in the Company will be entitled to be paid the termination benefits outlined above and the value may exceed the 5% Threshold.

If this Resolution is not approved at the Meeting, individuals who hold a managerial or executive office will not be entitled to be paid any termination benefits, unless they fall within an exception under the Corporations Act and do not breach the 5% Threshold.

The Chair intends to vote all available proxies in favour of this Resolution.

A voting exclusion statement and a voting prohibition statement apply to this Resolution.

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## **9. RESOLUTION 15 – APPROVAL TO ISSUE SECURITIES UNDER THE INCENTIVE PLAN**

### **9.1 General**

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 100,000,000 Securities under the Company's Plan.



The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

## 9.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 9.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

## 9.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
<b>Terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 6.
<b>Number of Securities previously issued under the Plan</b>	The Company has issued 90,000,000 Securities under the Plan since the Plan was last approved by Shareholders on 29 November 2024.
<b>Maximum number of Securities proposed to be issued under the Plan</b>	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 100,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement</b>	A voting prohibition statement applies to this Resolution.

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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.

**Advisory Mandate** has the meaning set out in Section 5.1

**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.

**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 Trigg Minerals Limited (ACN 168 269 752 168 269 752).

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

**Consultancy Agreement** has the meaning set out in Section 6.1.

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

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

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**GBA Capital** means GBA Capital Pty Ltd.

**GlobalOre** means GlobalOreAdvisory Pty Limited (ACN 648 279 887).

**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 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 Right** means a right to acquire a Share subject to satisfaction of performance milestones.

**Plan** means the Company's Employee Incentive Securities Plan as defined in Section 7.1.

**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 or Option.

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

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

**TMGOD Options** means the listed Options to acquire Shares on the terms and conditions in Schedule 3.

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

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**SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS**

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reorganisation**

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 application to a reorganisation of capital at the time of reorganisation.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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.

(l) **Subdivision 83A-C**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* applies to the Options.

(m) **Transferability**

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

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**SCHEDULE 2 – TERMS AND CONDITIONS OF BROKER OPTIONS**

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.106 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reorganisation**

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 application to a reorganisation of capital at the time of reorganisation.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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.

(l) **Subdivision 83A-C**

Subdivision 83A-C of the *Income Tax Assessment Act 1997* applies to the Options.

(m) **Transferability**

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

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### SCHEDULE 3 – TERMS AND CONDITIONS OF THE TMGOD OPTIONS

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A summary of the material terms of the TMGOD Options (**Options**) is set out below.

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

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

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.



(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

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.

(m) **Transferability**

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

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## SCHEDULE 4 – TERMS AND CONDITIONS OF INCENTIVE PERFORMANCE RIGHTS

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The following is a summary of the key terms and conditions of the Incentive Performance Rights:

(a) **Vesting Conditions**

The Incentive Performance Rights will vest upon satisfaction of the following milestones:

- (i) **Tranche I Performance Rights:** upon the Company achieving a market capitalisation of at least \$150,000,000, based on the volume weighted average market price of Shares over 5 consecutive trading days on which the Shares have been traded on the ASX (**5-Day VWAP**);
- (ii) **Tranche J Performance Rights:** upon the Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP; and
- (iii) **Tranche K Performance Rights:** upon the Company announcing an Inferred Mineral Resource Estimate, in accordance with the JORC Code or SK-1300, at the Company's Antimony Canyon Project,

(together, the **Milestones** and each, a **Milestone**).

(b) **Notification to holder**

The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

(c) **Conversion**

Subject to paragraph (a), upon vesting, each **Incentive** Performance Right will, at the election of the holder, convert into one Share.

(d) **Expiry Date**

Each Incentive Performance Right shall otherwise expire on or before the date that is three years from the date of issue (**Expiry Date**). If the relevant Milestone attached to the Incentive Performance Right has been achieved by the Expiry Date, all unconverted Incentive Performance Rights of the relevant tranche will automatically lapse at that time.

(e) **Consideration**

The Incentive Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Incentive Performance Rights into Shares.

(f) **Share ranking**

All Shares issued upon the vesting of Incentive Performance Rights will upon issue rank pari passu in all respects with other existing Shares.

(g) **Application to ASX**

The Incentive Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Incentive Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) **Timing of issue of Shares on conversion**

Within 5 business days after the date that the Incentive Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Incentive Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the Official List of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Incentive Performance Rights.

If a notice delivered under paragraph (h)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Transfer of Incentive Performance Rights**

The Incentive Performance Rights are not transferable.

(j) **Participation in new issues**

A Incentive Performance Right does not entitle a holder (in their capacity as a holder of a Incentive Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Incentive Performance Right.

(k) **Reorganisation of capital**

If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(l) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Incentive Performance Rights.

(m) **Dividend and voting rights**

The Incentive Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(n) **Change in control**

Subject to paragraph (o), if a Change of Control Event occurs, or the Board determines that such an event is likely to occur, unvested Incentive Performance Right will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Incentive Performance Right on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Incentive Performance Right and does not include a discretion to lapse or forfeit unvested Incentive Performance Right for less than fair value.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Incentive Performance Right under paragraphs (c) or (n) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001 (Cth)* (**General Prohibition**) then the conversion of that Incentive Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Incentive Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Incentive Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Incentive Performance Right will not result in any person being in contravention of the General Prohibition; and
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within 7 days if the Company considers that the conversion of a Incentive Performance Right

may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Incentive Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

An Incentive Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

An Incentive Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Incentive Performance Rights to ensure compliance with the ASX Listing Rules.

(s) **No other rights**

An Incentive Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

## SCHEDULE 5 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 8 to 13 have been have been valued by internal management.

Using a pricing model that incorporates a Monte Carlo simulation for Class I and Class J, and a Black-Scholes model for Class K, and based on the assumptions set out below, the Performance Rights were ascribed the following value:

ASSUMPTIONS:	CLASS I	CLASS J	CLASS K
Valuation date	28 July 2025	28 July 2025	28 July 2025
Market price of Shares	8.50 cents	8.50 cents	8.50 cents
Exercise price	Nil	Nil	Nil
Commencement of performance period	The date of issue.	The date of issue.	The date of issue.
Performance measurement	The Company achieving a market capitalisation of at least \$150,000,000, based on the volume weighted average market price of Shares over 5 consecutive trading days on which the Shares have been traded on the ASX ( <b>5-Day VWAP</b> )	The Company achieving a market capitalisation of at least \$250,000,000, based on the 5-Day VWAP.	The Company announcing an Inferred Mineral Resource Estimate, in accordance with the JORC Code or SK-1300, at the Company's Antimony Canyon Project.
Expiry date (length of time from issue)	5 years from issue	5 years from issue	5 years from issue
Risk free interest rate	4.0%	4.0%	4.0%
Volatility (discount)	100%	100%	100%
<b>Indicative value per Performance Right</b>	<b>4.32 cents</b>	<b>2.16 cents</b>	<b>8.50 cents</b>
<b>Total Value of Performance Rights</b>	<b>\$1,080,000</b>	<b>\$648,000</b>	<b>\$425,000</b>
- Timothy Morrison (Resolution 8)	\$216,000	\$108,000	Nil
- Andre Booyzen (Resolution 9)	\$216,000	\$108,000	Nil
- Bishoy Habib (Resolution 10)	\$216,000	\$108,000	Nil
- Nicholas Katris (Resolution 11)	\$216,000	\$108,000	Nil
- Chris Gregory (Resolution 12)	Nil	\$108,000	\$425,000
- James Graf (Resolution 13)	\$216,000	\$108,000	Nil

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

## SCHEDULE 6 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

<b>Eligible Participant</b>	<b>Eligible Participant</b> means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	The purpose of the Plan is to: <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options, Performance Rights or other convertible security (<b>Securities</b>).</li> </ul>
<b>Maximum number of Convertible Securities</b>	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).
<b>Plan administration</b>	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Eligible Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
<b>Grant of Securities</b>	The Company will, to the extent that it has accepted a duly completed application, grant the Eligible Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

<b>Rights attaching to Convertible Securities</b>	<p>A <b>Convertible Security</b> represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).</li> </ul>
<b>Restrictions on dealing with Convertible Securities</b>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<b>Vesting of Convertible Securities</b>	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Eligible Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<b>Forfeiture of Convertible Securities</b>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the <b>Group</b>);</li> <li>(b) in the case of unvested Convertible Securities only, where a Eligible Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Eligible Participant to have been forfeited;</li> <li>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(d) on the date the Eligible Participant becomes insolvent; or</li> <li>(e) on the Expiry Date.</li> </ul> <p>subject to the discretion of the Board.</p>
<b>Listing of Convertible Securities</b>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>

<b>Exercise of Convertible Securities and cashless exercise</b>	<p>To exercise a security, the Eligible Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Eligible Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Eligible Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p><b>Market Value</b> means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<b>Timing of issue of Shares and quotation of Shares on exercise</b>	<p>Within five business days after the issue of a valid notice of exercise by a Eligible Participant, the Company will issue or cause to be transferred to that Eligible Participant the number of Shares to which the Eligible Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Eligible Participant.</p>
<b>Restriction periods and restrictions on transfer of Shares on exercise</b>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Eligible Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Eligible Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> <li>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</li> <li>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</li> <li>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</li> </ul>
<b>Rights attaching to Shares on exercise</b>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>



<b>Change of control</b>	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
<b>Participation in entitlements and bonus issues</b>	Subject always to the rights under the following two paragraphs, Eligible Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
<b>Adjustment for bonus issue</b>	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Eligible Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
<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 each Eligible Participant holding Convertible Securities 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.
<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
<b>Employee Share Trust</b>	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Eligible Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Eligible Participants.</p>
<b>Plan duration</b>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Eligible Participants.</p> <p>If an Eligible Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Eligible Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Eligible Participant.</p>

<b>Income Tax Assessment Act</b>	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
<b>Withholding</b>	Notwithstanding any other provision of these Rules, and without limiting the amounts which may be deducted or withheld under Applicable Laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any Tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant ( <b>Withholding Amount</b> ), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

Your proxy voting instruction must be received by **9.00am (AWST) on Monday, 08 September 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](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)



**Dear Shareholder,**

**General Meeting – Notice and Proxy Form**

Notice is given that a General Meeting (Meeting) of shareholders of Trigg Minerals Limited (Company) will be held:

**Time and date:** 9:00am (AWST), Wednesday, 10 September 2025

**Location:** Suite 2, 68 Hay Street, Subiaco, Western Australia 6008

**Notice of Meeting**

In accordance with the *Corporations Act 2001* (Cth), the Company will not be dispatching hard copies of the Notice of Meeting unless a shareholder has made a valid election to receive documents in hard copy. The Notice of Meeting and Explanatory Statement (**Meeting Materials**) can be accessed at:

- The Company's website at <https://trigg.com.au/>
- The ASX market announcements page under the Company's code "TMG"

If you have provided an email address and elected to receive electronic communications, you will receive an email with a link to the Meeting Materials.

**Voting**

Shareholders are encouraged to lodge their proxy votes ahead of the Meeting.

You may vote:

- **Online:** <https://investor.automic.com.au/#/loginsah> using your holder number or your mobile device to scan the personalised QR code.
- **By email:** [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001, Australia
- **By fax:** +61 2 8583 3040

**Deadline for Lodgement**

Proxy votes must be received no later than 9:00am (AWST) on Monday, 8 September 2025. Proxy instructions received after this time will not be valid for the Meeting.

We encourage you to read the Meeting Materials in full. If you are in doubt about how to vote, please seek advice from your professional adviser.

**Authorised for release by:**

Nicholas Katris

Company Secretary

