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**REDCASTLE RESOURCES LIMITED**  
**ACN 096 781 716**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:30am (AWST)  
**DATE:** 1 October 2025  
**PLACE:** Unit 1, 1 Centro Avenue  
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 (AWST) on 29 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 SHARES UNDER TRANCHE 1 OF THE PLACEMENT - 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 111,535,000 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."*

**2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT - 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 74,356,600 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."*

**3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT TO UNRELATED 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 254,108,400 Shares to Unrelated Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

**4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED 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 up to 146,666,667 free attaching Placement Options to Unrelated Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

**5. RESOLUTION 5 – APPROVAL TO ISSUE BROKER OPTIONS**

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 45,000,000 Broker Options to Xcel Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**6. RESOLUTION 6 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – RONALD MILLER**

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

*"That, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,111,111 Shares together with 370,370 free attaching Placement Options to Mr Ronald Miller (or his nominees) on the terms and conditions set out in the Explanatory Statement."*



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**7. RESOLUTION 7 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – RAYMOND SHAW**

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

*"That, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,222,222 Shares together with 740,740 free attaching Placement Options to Mr Raymond Shaw (or his nominees) on the terms and conditions set out in the Explanatory Statement."*

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**8. RESOLUTION 8 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – SEAN KE**

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

*"That, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,111,111 Shares together with 370,370 free attaching Placement Options to Mr Sean Ke (or his nominees) on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 26 August 2025**



## 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 Shares under Tranche 1 of the Placement – Listing Rule 7.1</b>	Unrelated 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 Shares under Tranche 1 of the Placement – Listing Rule 7.1A</b>	Unrelated 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 Shares under Tranche 2 of the Placement to Unrelated Placement Participants</b>	Unrelated Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 4 – Approval to issue Placement Options to Unrelated Placement Participants</b>	Unrelated Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 5 – Approval to issue Broker Options</b>	Xcel Capital Pty Ltd (or its nominee) 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 of Director Participation in the Placement – Ronald Miller</b>	Mr Ronald Miller (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval of Director Participation in the Placement – Raymond Shaw</b>	Mr Raymond Shaw (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 8 – Approval of Director Participation in the Placement – Sean Ke</b>	Mr Sean Ke (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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 Proxy Form 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 8 6559 1792.***



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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 THE RESOLUTIONS

#### 1.1 Placement

As announced on 20 August 2025, the Company has received firm commitments from unrelated institutional and sophisticated investors (**Unrelated Placement Participants**) and each of the Directors to raise approximately \$4 million (before costs), through a two-tranche placement of 444,444,444 Shares at an issue price of \$0.009 per Share, together with one (1) free attaching unlisted Option issued for every three (3) Shares subscribed for and issued (**Placement Options**)(**Placement**).

The Placement Options will be issued subject to Shareholder approval on the terms and conditions set out in Schedule 1.

##### (a) **Tranche 1**

On 26 August 2025, the Company issued 185,891,600 Shares at an issue price of \$0.009 per Share under tranche one of the Placement (**Tranche 1**) to the Unrelated Placement Participants, comprising:

- (i) 111,535,000 Shares issued under the Company's Listing Rule 7.1 placement capacity (being the subject of Resolution 1); and
- (ii) 74,356,600 Shares issued under the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 2).

Resolutions 1 and 2 of this Notice seek Shareholder approval for the ratification of an aggregate of 185,891,600 Shares issued under Tranche 1 of the Placement.

##### (b) **Tranche 2**

The Company is proposing to issue the remaining 254,108,400 Shares and all of the 146,666,667 Placement Options to the Unrelated Placement Participants (or their nominees) under tranche two of the Placement, subject to Shareholder approval of Resolution 3 and Resolution 4, respectively (**Tranche 2**).

The Company is also seeking Shareholder approval for purposes of Listing Rule 10.11 for the issue of an aggregate of 4,444,444 Shares and 1,481,480 Placement Options to the Directors (or their nominees), to enable Messers Miller, Shaw and Ke's participation in the Tranche 2 of the Placement on the same terms as the Unrelated Placement Participants.

The Company has engaged Xcel Capital Pty Ltd (ACN 617 047 319) (**Xcel** or **Lead Manager**) as sole lead manager to the Placement pursuant to a lead manager mandate dated 5 August 2025 (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Company agree to pay/issue Xcel:

- (a) a cash fee of \$50,000 (plus GST) (being, 6% of the amount raised under the Placement); and
- (b) 45,000,000 unlisted Options on the terms and conditions set out in Schedule 2, at an issue price of \$0.00001 per Option (subject to Shareholder approval being obtained at this Meeting under Resolution 6) (**Broker Options**).

#### 1.2 Use of funds

Proceeds raised under the Placement will be used for the acquisition and exploration of the TBone tenement package including activities that generate robust prospects for proof-of-concept drilling, further exploration and delineation drilling at the Company's Redcastle Project to support and grow ongoing production by the joint venture with BML Ventures Pty Ltd, as well as working capital and costs of the capital raising.



For further information in respect of the Placement, refer to the Company's ASX announcement dated 20 August 2025.

## **2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT – 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 the 185,891,600 Shares under Tranche 1 of the Placement.

As set out in Section 1.1, 111,535,000 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 74,356,600 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 6 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 Rules 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 Unrelated Placement Participants who were identified through a bookbuild process, which involved Xcel seeking expressions of interest from the Unrelated Placement Participants to participate in the Placement.</p> <p>An entity associated with the Lead Manager, will</p>



REQUIRED INFORMATION	DETAILS
	<p>subscribe for \$340,000 worth of Shares under the Placement (491,548,045 Shares), being an interest of 7.69% of the issued capital of the Company prior to the issue of the Shares under the Placement.</p> <p>Other than as set out above, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number and class of Securities issued</b>	<p>An aggregate of 185,891,600 Shares was issued on the following basis:</p> <p>(a) 111,535,000 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and</p> <p>(b) 74,356,600 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).</p>
<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>	26 August 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.009 per Share 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>	Refer to Section 1.2 for details of the proposed use of funds raised under the Placement.
<b>Summary of material terms of agreement to issue</b>	The Shares issued under Tranche 1 of the Placement 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 or Listing Rule 7.1A.

### **3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT TO UNRELATED PLACEMENT PARTICIPANTS**

#### **3.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 254,108,400 Shares to Unrelated Placement Participants (or their nominees) pursuant to Tranche 2 of the Placement.

#### **3.2 Listing Rule 7.1**

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

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.



### 3.3 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. Consequently, the Company will not be able to complete Tranche 2 of the Placement in its entirety and raise the full \$4 million (before costs).

### 3.4 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>	<p>The Unrelated Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Xcel seeking expressions of interest from Unrelated Placement Participants to participate in Tranche 2 of the Placement.</p> <p>An entity associated with the Lead Manager, will subscribe for \$340,000 worth of Shares under the Placement (491,548,045 Shares), being an interest of 7.69% of the issued capital of the Company prior to the issue of the Shares under the Placement.</p> <p>Other than as set out above, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number of Securities and class to be issued</b>	254,108,400 Shares will be issued under Tranche 2 of the Placement.
<b>Terms of Securities</b>	The Tranche 2 Placement 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 under Tranche 2 of the Placement within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares 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>	\$0.009 per Share.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.2 for details of the proposed use of funds raised under the Placement.
<b>Summary of material terms of agreement to issue</b>	The Shares under Tranche 2 of the Placement are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.



#### **4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS**

##### **4.1 General**

As set out in Section 1.1, the Company is proposing to issue 146,666,667 Placement Options, being one (1) free attaching Option to be issued for every three (3) Shares subscribed for and issued to Unrelated Placement Participants under the Placement.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

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.

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

If this Resolution is passed, the Company will be able to proceed with the issue of the Placement Options. 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 of the Placement Options.

##### **4.3 Technical information required by Listing Rule 7.1**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	<p>The Unrelated Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Xcel seeking expressions of interest from Unrelated Placement Participants to participate in the Placement.</p> <p>An entity associated with the Lead Manager, will subscribe for \$340,000 worth of Shares under the Placement (491,548,045 Shares), being an interest of 7.69% of the issued capital of the Company prior to the issue of the Shares under the Placement.</p> <p>Other than as set out above, the Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
<b>Number of Securities and class to be issued</b>	Up to 146,666,667 Placement Options will be issued.
<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



REQUIRED INFORMATION	DETAILS
	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 Placement Options will be issued at a nil issue price, as free-attaching options issued in connection with the participation of Unrelated Placement Participants in the Placement. Each Placement Option is exercisable at \$0.015 per Placement Option.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of the Placement Options is to satisfy the Company's obligations under the Placement.
<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.

## 5. RESOLUTION 5 – APPROVAL TO ISSUE BROKER OPTIONS

### 5.1 General

As noted above in Section 1.1, the Company has engaged Xcel Capital Pty Ltd (**Xcel**) as sole lead manager to the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 45,000,000 Broker Options to Xcel (or its nominees). The Broker Options will be exercisable at \$0.01 each on or before 30 October 2029 and otherwise on the terms and conditions set out in Schedule 2.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Broker Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

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

If this Resolution is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options 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 of the Broker Options. Consequently, the Company will not be able to satisfy its obligations under the Lead Manager Mandate and may be required to renegotiate the terms of the Lead Manager Mandate.

### 5.3 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>	Xcel (or its nominees).



REQUIRED INFORMATION	DETAILS
<b>Number of Securities and class to be issued</b>	45,000,000 Broker Options.
<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 Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Broker 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 Broker Options will be issued to Xcel (or its nominees) at an issue price of \$0.00001 per Broker Option.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue of the Broker Options to Xcel (or its nominees) is to satisfy the Company's contractual obligations under the Lead Manager Mandate.
<b>Summary of material terms of agreement to issue</b>	The Broker Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.1.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 6. RESOLUTIONS 6 TO 8 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT

### 6.1 General

As set out in Section 1.1, the current Directors, Ronald Miller, Raymond Shaw and Sean Ke (together, the **Related Party Participants**), wish to participate in the Placement for an aggregate of \$40,000 under the Placement on the same terms as the Unrelated Placement Participants (**Participation**).

Accordingly, Resolutions 6 to 8 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 4,444,444 Shares and 1,481,480 Placement Options to the Related Party Participants (or their nominees), comprising:

- (a) 1,111,111 Shares and 370,370 Placement Options to Mr Ronald Miller (or his nominees) (the subject of Resolution 6);
- (b) 2,222,222 Shares and 740,740 Placement Options to Mr Raymond Shaw (or his nominees) (the subject of Resolution 6); and
- (c) 1,111,111 Shares and 370,370 Placement Options to Mr Sean Ke (or his nominees) (the subject of Resolution 7),

on the terms set out below.

The Shares and Placement Options are together referred to as the **Participation Securities**.

### 6.2 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.



It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 6 to 8. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 6 to 8 at the Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 6 to 8 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

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

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company 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 Participation constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Miller who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 because the Participation Securities will be issued to Mr Miller on the same terms as Participation Securities offered to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Shaw who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 7 because the Participation Securities will be issued to Mr Shaw on the same terms as Participation Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Ke who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 8 because the Participation Securities will be issued to Mr Ke on the same terms as Participation Securities offered to Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

### **6.4 Listing Rule 10.11**

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

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

unless it obtains the approval of its shareholders.



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

Resolutions 6 to 8 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

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

If Resolutions 6 to 8 are passed, the Company will be able to proceed with the issue of the Participation Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.2 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Participation Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 8 are not passed, the Company will not be able to proceed with the issue of the Participation Securities and the Company will not be able to raise the full amount under the Placement.

#### 6.6 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued and categorisation under Listing Rule 10.11</b>	The Participation Securities will be issued to the Related Party Participants (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	<p>The maximum number of Participation Securities to be issued to the Related Party Participants is 4,444,444 Shares and 1,481,480 Placement Options, comprising:</p> <ul style="list-style-type: none"> <li>(a) 1,111,111 Shares and 370,370 Placement Options to Mr Ronald Miller (or his nominees) (the subject of Resolution 6);</li> <li>(b) 2,222,222 Shares and 740,740 Placement Options to Mr Raymond Shaw (or his nominees) (the subject of Resolution 7); and</li> <li>(c) 1,111,111 Shares and 370,370 Placement Options to Mr Sean Ke (or his nominees) (the subject of Resolution 8).</li> </ul>
<b>Terms of Securities</b>	<p>The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.</p> <p>The terms and conditions of the Placement Options are set out in Schedule 1.</p>
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Participation Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Participation Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Price or other consideration the Company will receive for the Securities</b>	The Shares will have an issue price of \$0.009, and the issue price of the Placement Options will be nil, being the same issue price as the Shares and Placement Options issued to the Unrelated Placement Participants pursuant to the



REQUIRED INFORMATION	DETAILS
	Placement. The Company will not receive any other consideration for the issue of the Participation Securities (other than in respect of funds received on exercise of the Placement Options).
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the Placement is to is to raise capital, which the Company intends to use in the manner set out in Section 1.2.
<b>Remuneration package</b>	The issue of the Participation Securities is not intended to remunerate or incentivise the Directors.
<b>Summary of material terms of agreement to issue</b>	The Participation Securities are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion 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.

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

**Broker Options** means Options to acquire Shares on the terms and conditions set out in Schedule 2 to be issued to Xcel (or its nominees).

**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.

**Company** means Redcastle Resources Limited (ACN 096 781 716).

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

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

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

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

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

**Lead Manager Mandate** means the lead manager mandate between the Company and Xcel dated [5 August 2025].

**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.

**Participation** has the meaning given to that term in Section 6.1.

**Participation Securities** has the meaning given to that term in Section 6.1.

**Placement** has the meaning given to that term in Section 1.1.

**Placement Options** means Options to acquire Shares on the terms and conditions set out in Schedule 1.

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

**Related Party Participants** has the meaning given to that term in Section 1.1.

**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 and/or an Option (as applicable).

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



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

**Tranche 1** has the meaning given to that term in Section 1.1.

**Tranche 2** has the meaning given to that term in Section 1.1.

**Unrelated Placement Participants** means the unrelated sophisticated and institutional investors who have participated in Tranche 1 and/or Tranche 2 of the Placement (as the context requires).

**Xcel** means Xcel Capital Pty Ltd (ACN 617 047 319).

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



## SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS

1.	<b>Entitlement</b>	Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Placement Option will be \$0.015 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Placement Option will expire at 5:00 pm (WST) three (3) years from the date of issue ( <b>Expiry Date</b> ).  A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Placement Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Placement Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.</li> </ul> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Placement Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of



		capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.
11.	<b>Change in exercise price</b>	A Placement Options does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.
12.	<b>Transferability</b>	The Placement Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



## SCHEDULE 2 – TERMS AND CONDITIONS OF THE BROKER OPTIONS

1.	<b>Entitlement</b>	Each Broker Option entitles the holder to subscribe for one Share upon exercise of the Broker Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.01 ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Broker Option will expire at 5:00 pm (WST) on 30 October 2029 ( <b>Expiry Date</b> ).  A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Broker Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate ( <b>Exercise Notice</b> ) and payment of the Exercise Price for each Broker Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Broker Option being exercised in cleared funds ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Exercise Notice and for which cleared funds have been received by the Company;</li> <li>(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and</li> <li>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Broker Options.</li> </ul> <p>If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Broker Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.



<b>10.</b>	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Broker Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options without exercising the Broker Options.
<b>11.</b>	<b>Change in exercise price</b>	A Broker Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Broker Option can be exercised.
<b>12.</b>	<b>Transferability</b>	The Broker Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



# Proxy Voting Form

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

Your proxy voting instruction must be received by **10.30am (AWST) on Monday, 29 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)



