



ACN: 646 466 435

ASX: M2M

## Notice of meeting

Dear Shareholder

Notice is given that a meeting of shareholders will be held at:

Time: 10:00am (WST)

Date: 8 October 2025

Place: Level 4, 88 Wiliam Street, Perth WA 6000

### (Meeting).

As permitted by the Corporations Act 2001 (Cth), the Company will not be despatching hard copies of the Notice of Meeting (Notice) unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

For those shareholders who have not made such an election, you are **strongly encouraged** to do so as this will substantially reduce the associated administrative printing and mailing costs.

You can however also access the Meeting Materials online via:

1. The Company's website: <https://mtmalcolm.com.au/investors/announcements/>
2. The ASX Announcement Platform website: [www.asx.com.au/markets/company/m2m](http://www.asx.com.au/markets/company/m2m)

Please contact the Company's share registry, Automic, at [hello@automic.com.au](mailto:hello@automic.com.au) to obtain a hard copy if you are unable to access the Meeting Materials online.

Please update your communication preferences online to receive electronic communications from the Company in the future via: <https://investor.automic.com.au/#/loginsah> or scan the QR code using your smartphone.

For and on behalf of the Board

Henko Vos  
Company Secretary



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**MT MALCOLM MINES NL**  
**ACN 646 466 435**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00 AM

**DATE:** Wednesday, 8 October 2025

**PLACE:** Level 4, 88 William Street, Perth WA 6000

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

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

***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 5:00 PM on Monday, 6 October 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 APRIL 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 7,937,230 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF APRIL 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 22,497,560 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF JUNE 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 8,474,576 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 4. RESOLUTION 4 (A) – APPROVAL TO ISSUE LEAD MANAGER OPTIONS – TRANCHE 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 7.1 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Canary Capital Pty Ltd (and/or its nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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#### 5. RESOLUTION 4 (B) – APPROVAL TO ISSUE LEAD MANAGER OPTIONS – TRANCHE 2

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 3,000,000 Options to Canary Capital Pty Ltd (and/or its nominee) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below

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Dated: 2 September 2025

By order of the Board

Henko Vos  
Company Secretary

## 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:

|  |  |
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| Resolution 1 - Ratification of prior issue of April Placement Shares – Listing Rule 7.1  | A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.   |
| Resolution 2 - Ratification of prior issue of April Placement Shares – Listing Rule 7.1A | A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.   |
| Resolution 3 - Ratification of prior issue of June Placement Shares – Listing Rule 7.1   | A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.   |
| Resolution 4 (A) – Approval to issue Lead Manager Options – Tranche 1                    | Canary Capital Pty Ltd (or its nominee) 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 any associate of that person or those persons. |
| Resolution 4 (B) - Approval to issue Lead Manager Options – Tranche 2                    | Canary Capital Pty Ltd (or its nominee) 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 any 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 (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) 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 of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 9463 2463.***

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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 4

#### 1.1 April Placement

On 14 April 2025, the Company announced that it had undertaken a placement (**April Placement**) to raise \$700,000 (before costs) through the issue of 30,434,790 Shares (**April Placement Shares**) at an issue price of \$0.0230 per April Placement Share.

The Placement Shares were issued on 24 April 2025 under the Company's Listing Rule 7.1 and 7.1A placement capacity, as follows:

- (a) 7,937,230 Placement Shares issued using the Company's capacity under Listing Rule 7.1; and
- (b) 22,497,560 Placement Shares issued using the Company's capacity under Listing Rule 7.A.

Resolutions 1 and 2 seek approval from Shareholders to ratify the issue of the April Placement Shares pursuant to Listing Rule 7.4.

#### 1.2 Lead Manager – April Placement

The Company appointed Canary Capital Pty Ltd (**Canary**) to act as lead manager to the April Placement pursuant to a mandate entered into between the Company and Canary (**Lead Manager Mandate**).

Under the Lead Manager Mandate, in consideration for lead manager services, the Company agreed to:

- (a) pay Canary a management fee of 2% (plus GST) of the total gross proceeds raised under the Placement (being \$14,000);
- (b) pay Canary a selling fee of 4% (plus GST) of the total gross proceeds raised under the Placement (being \$28,000); and
- (c) issue Canary (and/or its nominees) 3,000,000 Options exercisable at \$0.04 each with an expiry date of three years from the date of issue (**Tranche 1 Lead Manager Options**) and a further 3,000,000 Options exercisable at \$0.08 with an expiry date of four years from the date of issue (**Tranche 2 Lead Manager Options**) (together the **Lead Manager Options**).

The issue of the Lead Manager Options is subject to Shareholder approval being obtained pursuant to Resolutions 4 (A) and 4 (B).

#### 1.3 June Placement

On 30 June 2025, the Company announced that it had undertaken a placement (**June Placement**) to raise \$200,000 (before costs) through the issue of 8,474,576 Shares (**June Placement Shares**) at an issue price of \$0.0236 per June Placement Share.

The Placement Shares were issued on 1 July 2025 under the Company's Listing Rule 7.1 placement capacity.

Resolution 3 seeks approval from Shareholders to ratify the issue of the June Placement Shares pursuant to Listing Rule 7.4.

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## **2. RESOLUTIONS 1 AND 2 - RATIFICATION OF PRIOR ISSUE OF APRIL PLACEMENT SHARES**

### **2.1 General**

Resolutions 1 and 2 seek Shareholder ratification for the prior issue of 30,434,790 April Placement Shares which were issued on 24 April 2025 to raise \$700,000 (before costs), comprising:

- (a) 7,937,230 Shares which were issued utilising the Company's placement capacity pursuant to ASX Listing Rule 7.1 (the subject of Resolution 1); and
- (b) 22,497,560 Shares which were issued utilising the Company's placement capacity pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 21 November 2024 (the subject of Resolution 2),

(together, the **April Placement Shares**).

Refer to Section 1.1 for further information with respect to the April Placement.

The issue of the April Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

### **2.2 ASX 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 approval to increase its limit to 25% at the annual general meeting held on 21 November 2024.

The issue of the April Placement Shares 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% limits 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 issue of the April Placement Shares.

### **2.3 ASX 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 of the April Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the April Placement Shares.



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

If Resolutions 1 and 2 are passed, the April Placement Shares 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 issue of the Tranche 1 Placement Shares.

If Resolutions 1 and 2 are not passed, the April Placement Shares 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 issue of the April Placement Shares.

## **2.5 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the April Placement Shares were issued to the Investors, who are professional and sophisticated investors who are clients of Canary. The recipients were identified through a bookbuild process, which involved Canary seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (c) 30,434,790 April Placement Shares which were issued on 24 April 2025, comprising:
  - (i) 7,937,230 Shares which were issued utilising the Company's placement capacity pursuant to ASX Listing Rule 7.1 (the subject of Resolution 1); and
  - (ii) 22,497,560 Shares which were issued utilising the Company's placement capacity pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 21 November 2024 (the subject of Resolution 2),
- (d) the April Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the issue price was \$0.0230 per April Placement Shares under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the April Placement Shares;
- (f) the purpose of the issue of the April Placement Shares was to raise \$700,000, which will be applied toward drilling programs at the Company's Mt Malcom Gold Project, JORC Resource Modelling, Mine Design and Permitting costs and costs associated with the Placement;
- (g) the Investor Placement Shares were not issued under an agreement; and.
- (h) A voting exclusion statement applies to these Resolutions.

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### **3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF JUNE PLACEMENT SHARES**

#### **3.1 General**

- (a) Resolution 3 seeks shareholder approval for the ratification of the prior issue of June Placement Shares pursuant to ASX Listing Rule 7.4.
- (b) Refer to section 1.3 for further information with respect to the June Placement Shares.

The issue of the June Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

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

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

#### **3.3 ASX Listing Rule 7.4**

A summary of ASX Listing Rule 7.4 is set out in Section 2.3.

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

If Resolution 3 is passed, the June Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the June Placement Shares.

If Resolution 3 is not passed, the June Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the June Placement Shares.

#### **3.5 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the June Placement Shares were issued to professional and sophisticated investors;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (c) 8,474,576 June Placement Shares which were issued on 30 June 2025, utilising the Company's placement capacity pursuant to ASX Listing Rule 7.1; and
- (d) the June Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the issue price was \$0.0236 per June Placement Shares pursuant to Listing Rule 7.1. The Company has not and will not receive any other consideration for the issue of the June Placement Shares;
- (f) the purpose of the issue of the June Placement Shares was to raise \$200,000, which will be applied toward towards drilling programs at the Company's Mt

Malcom Gold Project, JORC Resource Modelling and Mine Design and Permitting costs;

- (g) the June Placement Shares were issued under a share subscription agreement outlined in Schedule 1; and
- (i) A voting exclusion statement applies to these Resolutions.

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#### **4. RESOLUTIONS 4 (A) AND 4 (B) – APPROVAL TO ISSUE LEAD MANAGER OPTIONS**

##### **4.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options in part consideration for lead manager services provided by Canary in relation to the Placement as set out in Section 1.2 above.

##### **4.2 Listing Rule 7.1**

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

The proposed issues fall within exception 17 of Listing Rule 7.2. They therefore requires the approval of Shareholders under Listing Rule 7.1.

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

If resolution 4 (A) and 4 (B) are passed, the Company will be able to proceed with the issue of the Lead Manager 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 Resolutions 4 (A) and 4 (B) are not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. As a result, the Company may be required to negotiate alternative forms of consideration for Canary, including satisfying the value of the Lead Manager Options in cash, which would deplete the Company's cash reserves.

##### **4.4 Technical information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolutions 4 (A) and 4 (B):

- (a) The Lead Manager Options will be issued to Canary (and/or its nominees);
- (b) Up to 6,000,000 Lead Manager Options are to be issued;
- (c) the terms and conditions of the Lead Manager Options are set out in Schedules 2 and 3;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the issue price will be \$0.0001 per the Lead Manager Option;
- (f) any funds raised from the exercise of the Lead Manager Options will be applied towards general working capital purposes. The Company does not have any specific purpose in mind for the application of these funds at this time;
- (g) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate;

- (h) the Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms which is set out in Section 1.2;
- (i) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (j) A voting exclusion statement is included in this notice for Resolutions 4 (A) and 4 (B).

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## GLOSSARY

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**\$** means Australian dollars.

**April Placement** has the meaning given to it in Section 1.1.

**April Placement Shares** has the meaning given to it in Section 1.1.

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

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

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

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

**Canary** means Canary Capital Pty Ltd.

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

**Company** means Mt Malcolm NL (ACN 646 466 435).

**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.

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

**June Placement** has the meaning given to it in Section 1.3.

**June Placement Shares** has the meaning given to it in Section 1.3.

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

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

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

**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.

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

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

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

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**SCHEDULE 1 – SUMMARY OF THE SHARE SUBSCRIPTION AGREEMENT**

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| <b>Terms</b>                    | <b>Details</b>  |
|---------------------------------|---|
| <b>Parties</b>                  | <b>Subscribers:</b> Starry Group Co., Ltd & JR Investment Partners Co., Ltd<br><b>Company:</b> Mt Malcolm Mines NL (ACN 646 466 435)  |
| <b>Total Subscription Price</b> | AUD \$200,000   |
| <b>Issue Price</b>              | Price per share calculated at a 10% discount to the 14-day VWAP prior to completion (resulting in \$0.0236 per share under the Application Form)  |
| <b>Shares to be Issued</b>      | 8,474,576 fully paid ordinary shares  |
| <b>Completion Date</b>          | 30 June 2025  |
| <b>Payment Terms</b>            | Subscribers to transfer a total fee of \$200,000 by electronic funds transfer on Completion   |
| <b>Company Obligations</b>      | <ul style="list-style-type: none"><li>• Issue and allot fully paid ordinary shares</li><li>• Apply for quotation of shares on the ASX</li><li>• Lodge a cleansing notice under s708A(5)(e) Corporations Act</li></ul> |
| <b>Ranking of Shares</b>        | Shares rank pari passu with existing fully paid ordinary shares   |
| <b>Governing Law</b>            | Western Australia   |

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## SCHEDULE 2 – TERMS OF LEAD MANAGER OPTIONS – TRANCHE 1

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The terms and conditions of the Incentive Options are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the respective 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) **Reconstruction of capital**

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

(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) **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 OF LEAD MANAGER OPTIONS – TRANCHE 2**

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The terms and conditions of the Incentive Options are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.08 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date that is four (4) years from the date of issue (**Expiry Date**). An Option not exercised before the respective 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) **Reconstruction of capital**

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

(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) **Transferability**

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



MT MALCOLM MINES NL | ABN 78 646 466 435

# Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 06 October 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)

