

10 July 2025

Dear Shareholder

Odyssey Gold Limited – Notice of General Meeting

Odyssey Gold Limited (ASX: ODY) (**Company**) advises that a General Meeting of the Company (**Meeting**) will be held on 13 August 2025 at 10:00am (AWST) at the Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000.

In accordance with 110D of the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be dispatching physical copies of the Notice of Meeting (unless a shareholder has elected to receive documents in hard copy in accordance with the timeframe specified in section 110E(8) of the Corporations Act).

A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: <https://odysseygold.com.au/investors/asx-announcements>;
- A complete copy of the Meeting materials has been posted to the Company's ASX Market Announcements page at www.asx.com.au under the Company's ASX code "ODY"; or
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. The Company will notify any changes to this by way of an announcement on ASX and the details will also be made available on our website.

The Meeting materials are important and should be read in their entirety. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, investment advisor, accountant, solicitor, or other professional adviser.

How do I update my communications preference?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au>.

Yours sincerely



Greg Swan
Company Secretary



ACN 116 151 636

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000 on Wednesday, 13 August 2025 commencing at 10:00am (AWST).

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

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 stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9322 6322

ODYSSEY GOLD LIMITED

ACN 116 151 636

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Odyssey Gold Limited (ACN 116 151 636) (**Company**) will be held at Conference Room, Ground Floor, 28 The Esplanade, Perth WA 6000 on Wednesday, 13 August 2025 commencing at 10:00am (AWST) (**Meeting**). If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at <https://odysseygold.com.au/> and the ASX announcements platform.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice. 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 as Shareholders on Monday, 11 August 2025 at 5:00pm (AWST).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1 Resolution 1 – Ratify the Issue of Placement Shares under Listing Rule 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 115,435,109 Shares under Listing Rule 7.1 at an issue price of \$0.018 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Placement or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2 Resolution 2 – Ratify the Issue of Placement Shares Under Listing Rule 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 89,887,113 Shares under Listing Rule 7.1A at an issue price of \$0.018 per Share on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Placement or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Resolution 3 – Issue of Placement Shares and Placement Options to Mr Ian Middlemas

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 7,000,000 Shares at an issue price of \$0.018 per Share and 3,500,000 free attaching Placement Options, exercisable at \$0.036 each, expiring 2 years from the date of issue to Mr Ian Middlemas (and/or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Middlemas (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
- (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4 Resolution 4 – Issue of Placement Shares and Placement Options to Mr Matthew Syme

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,500,000 Shares at an issue price of \$0.018 per Share and 1,250,000 free attaching Placement Options, exercisable at \$0.036 each, expiring 2 years from the date of issue to Mr Matthew Syme (and/or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Syme (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Issue of Placement Shares and Placement Options to Mr Levi Mochkin

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 6,000,000 Shares at an issue price of \$0.018 per Share and 3,000,000 free attaching Placement Options, exercisable at \$0.036 each, expiring 2 years from the date of issue to Mr Levi Mochkin (and/or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Levi Mochkin (and/or his nominees) and any other person who will obtain a material benefit as

a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 Resolution 6 – Issue of Placement Shares and Placement Options to Mr Robert Behets

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,200,000 Shares at an issue price of \$0.018 per Share and 600,000 free attaching Placement Options, exercisable at \$0.036 each, expiring 2 years from the date of issue to Mr Robert Behets (and/or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Robert Behets (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7 Resolution 7 – Issue of Placement Shares and Placement Options to Mr Matthew Briggs

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 200,000 Shares at an issue price of \$0.018 per Share and 100,000 free attaching Placement Options, exercisable at \$0.036 each, expiring 2 years from the date of issue to Mr Matthew Briggs (and/or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Briggs (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8 Resolution 8 – Issue of Placement Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 102,661,111 free attaching Placement Options, exercisable at \$0.036 each, expiring 2 years from the date of issue to participants in the Placement on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options the subject of this Resolution (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 this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or

- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9 Resolution 9 – Issue of Joint Lead Manager Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Joint Lead Manager Options to the Joint Lead Managers to the Placement (and/or their nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Joint Lead Managers (and/or their respective 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 this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10 Resolution 10 – Approval of Employee Equity Incentive Plan

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

"That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the Odyssey Gold Limited Employee Equity Incentive Plan (Plan) and the grant of Employee Incentives, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Plan or an associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

By order of the Board



Gregory Swan
Company Secretary
Dated: 10 July 2025

ODYSSEY GOLD LIMITED

ACN 116 151 636

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

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|-------------|---|
| Section 2: | Action to be taken by Shareholders |
| Section 3: | Annual Report |
| Section 4: | Resolution 1 – Ratify the Issue of Placement Shares under Listing Rule 7.1 |
| Section 5: | Resolution 2 – Ratify the Issue of Placement Shares under Listing Rule 7.1A |
| Section 6: | Resolutions 3, 4, 5, 6 and 7 – Issue of Placement Shares and Placement Options - Mr Ian Middlemas, Mr Matthew Syme, Mr Levi Mochkin, Mr Matthew Briggs and Mr Robert Behets |
| Section 7: | Resolution 8 – Issue of Placement Options |
| Section 8: | Resolution 9 – Issue of Joint Lead Manager Options |
| Section 9: | Resolution 10 – Approval of Employee Equity Incentive Plan |
| Schedule 1: | Definitions and Interpretation |
| Schedule 2: | Terms and Conditions of Placement and Joint Lead Manager Options |
| Schedule 3: | Summary of Employee Equity Incentive Plan |

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Monday, 11 August 2025, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at Meeting

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at <https://odysseygold.com.au/> and the ASX announcements platform.

3 Background

3.1 Background to Placement

On 20 June 2025, the Company announced a capital raising comprising of a placement to a range of existing and new Australian and international investors and, subject to Shareholder approval, participation of Directors to raise gross proceeds of \$4,000,000 (before costs) (**Placement**).

The Placement comprises the issue of 222,222,222 new ordinary shares in the Company at an issue price of \$0.018 per Share (**Placement Shares**), together with one (1) free attaching Option (exercisable at \$0.036 each and expiring two (2) years from the date of issue) for every two (2) Placement Shares subscribed for (**Placement Options**). The issue of the Placement Options is subject to Shareholder approval and the Placement Options are intended to be listed subject to satisfaction of the ASX quotation requirements.

The Placement comprises the following:

- (a) 205,322,222 Placement Shares issued to institutional, professional and sophisticated investors identified by the Company under the Company's existing Listing Rule 7.1 (115,435,109 Shares) and 7.1A (89,887,113) placement capacity;
- (b) 111,111,111 free attaching Placement Options to be issued to participants in the Placement on the basis of one (1) free attaching Placement Option for every two (2) Placement Shares, subject to Shareholder approval pursuant to Resolutions 3 to 8 (inclusive);
- (c) 7,000,000 Placement Shares and 3,500,000 Placement Options to be issued to Mr Ian Middlemas (Non-Executive Chairman), subject to Shareholder approval pursuant to Resolution 3;
- (d) 2,500,000 Placement Shares and 1,250,000 Placement Options to be issued to Mr Matthew Syme (Executive Director), subject to Shareholder approval pursuant to Resolution 4;
- (e) 6,000,000 Placement Shares and 3,000,000 Placement Options to be issued to Mr Levi Mochkin (Executive Director), subject to Shareholder approval pursuant to Resolution 5;
- (f) 1,200,000 Placement Shares and 600,000 Placement Options to be issued to Mr Robert Behets (Non-Executive Director), subject to Shareholder approval pursuant to Resolution 6; and

- (g) 200,000 Placement Shares and 100,000 Placement Options to be issued to Mr Matthew Briggs (Non-Executive Director), subject to Shareholder approval pursuant to Resolution 7.

Resolution 1 seeks Shareholder approval to ratify the issue of the 115,435,109 Shares that were issued under Listing Rule 7.1 pursuant to the Placement and Resolution 2 seeks Shareholder approval to ratify the issue of the 89,887,113 Shares that were issued under Listing Rule 7.1A pursuant to the Placement.

Resolutions 3, 4, 5, 6, and 7 seek Shareholder approval for the participation of Directors in the Placement.

Resolution 8 seeks Shareholder approval for the issue of Placement Options.

Proceeds from the Placement will allow the Company to accelerate and expand its drilling and exploration programs addressing the outstanding potential for significant additional resources at Tuckanarra, as well as completing the necessary studies to understand the near-term development potential of the Project.

Argonaut Securities Pty Limited and Taylor Collison Limited acted as joint lead managers to the Placement (**Joint Lead Managers**). Resolution 9 seeks approval for the issue of 10,000,000 Options (**Joint Lead Manager Options**) to the Joint Lead Managers on the same terms and conditions as the Placement Options.

The full terms and conditions of the Placement Options and the Joint Lead Manager Options are detailed in Schedule 3.

Please refer to the Company's ASX announcement dated 20 June 2025 for further details regarding the Placement.

4 Resolution 1 – Ratify the Issue of Placement Shares under Listing Rule 7.1

4.1 Background

Refer to Section 3.1 for details on the Placement.

115,435,109 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 115,435,109 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 1.

4.2 Listing Rule 7.4

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 period (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the 115,435,109 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period from 20 June 2025.

If Resolution 1 is not passed, the 115,435,109 Placement Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period from 20 June 2025.

4.3 Specific information required by Listing Rule 7.5

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the 115,435,109 Placement Shares were issued to a range of existing and new Australian and international investors identified by the Company and the Joint Lead Managers through a bookbuild process. None of the participants in the Placement are related parties or associates of related parties of the Company other than as indicated in Section 3.1 and associates of the related parties, members of the Company's key management personnel, a substantial holder in the Company or an adviser to the Company or an associate of any of those persons. The related parties detailed in Section 3.1 and associates of the related parties will not be issued Placement Shares equal to more than 1% of the Company's issued capital;
- (b) in the Placement who are related parties of the Company, members of the Company's key management personnel, a substantial holder in the Company or an adviser to the Company (as applicable) or an associate of any of those persons were, or will be, issued Placement Shares equal to more than 1% of the Company's issued capital;
- (c) the 115,435,109 Placement Shares were issued pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1;
- (d) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) the 115,435,109 Placement Shares were issued at an issue price of \$0.018 per Share, raising approximately \$2,077,832;
- (f) the Placement Shares were issued on 26 June 2025;
- (g) funds raised from the issue of the Placement Shares will be used as detailed in Section 3.1;
- (h) the Placement Shares were issued pursuant to subscription letters under which institutional, professional and sophisticated investors subscribed for Placement Shares at an issue price of \$0.018 per Share with one (1) free attaching Placement Option for every two (2) Placement Shares subscribed for. The issue of Placement Options is subject to Shareholder approval sought pursuant to Resolution 8;
- (i) Argonaut Securities Pty Limited and Taylor Collison Limited acted as Joint Lead Managers pursuant to an engagement letter on standard terms and conditions for a capital raising engagement letter. The Joint Lead Managers received a fee of 6% on the total raised and subject to shareholder approval in Resolution 9, will be issued the Joint Lead Manager Options; and
- (j) a voting exclusion statement is included in the Notice for Resolution 1.

4.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

5 Resolution 2 – Ratify the Issue of Placement Shares under Listing Rule 7.1A

5.1 Background

Refer to Section 3.1 for further details on the Placement.

89,887,113 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 89,887,113 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 2.

5.2 Listing Rule 7.1A

In addition to its 15% Placement Capacity, the Company has obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2024 annual general meeting to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Company's 2024 annual general meeting, without needing prior Shareholder approval (**10% Additional Placement Capacity**).

Listing Rule 7.4 provides that if the Company in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future up to the 10% Additional Placement Capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the 89,887,113 Placement Shares will be excluded in calculating the Company's 10% Additional Placement Capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following Shareholder approval of the Company's 10% Additional Placement Capacity on 20 November 2024.

If Resolution 2 is not passed, the 89,887,113 Placement Shares will be included in calculating the Company's 10% Additional Placement Capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following Shareholder approval of the Company's 10% Additional Placement Capacity on 20 November 2024.

5.3 Specific information required by Listing Rule 7.5

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the 89,887,113 Placement Shares were issued to a range of existing and new Australian and international investors identified by the Company and the Joint Lead Managers through a bookbuild process. None of the participants in the Placement are related parties or associates of related parties of the Company other than as indicated in Section 3.1 and associates of the related parties, members of the Company's key management personnel, a substantial holder in the Company or an adviser to the Company or an associate of any of those persons. The related parties detailed in Section 3.1 and associates of the related parties will not be issued Placement Shares equal to more than 1% of the Company's issued capital;
- (b) 89,887,113 Placement Shares were issued pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2;

- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the 89,887,113 Placement Shares were issued at an issue price of \$0.018 per Share, raising approximately \$1,617,968;
- (e) the Placement Shares were issued on 26 June 2025;
- (f) funds raised from the issue of the Placement Shares will be used as detailed in Section 3.1;
- (g) the Placement Shares were issued pursuant to subscription letters under which institutional, professional and sophisticated investors subscribed for Placement Shares at an issue price of \$0.018 per Share with one (1) free attaching Placement Option for every two (2) Placement Shares subscribed for. The issue of Placement Options is subject to Shareholder approval sought pursuant to Resolution 8;
- (h) Argonaut Securities Pty Limited and Taylor Collison Limited acted as Joint Lead Managers pursuant to an engagement letter on standard terms and conditions for a capital raising engagement letter. The Joint Lead Managers received a fee of 6% on the total raised and subject to shareholder approval in Resolution 9, will be issued the Joint Lead Manager Options; and
- (i) a voting exclusion statement is included in the Notice for Resolution 2.

5.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

6 Resolutions 3 to 7 (inclusive) – Issue of Placement Shares and Placement Options to Messrs Ian Middlemas, Matthew Syme, Levi Mochkin, Robert Behets and Matthew Briggs

6.1 General

Refer to Section 3.1 for details of the Director participation in the Placement.

Resolutions 3 to 7 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of an aggregate 16,900,000 Placement Shares and 8,450,000 Placement Options to the Directors (and/or their respective nominee(s)) to raise gross proceeds of \$304,200.

| Name | No. of Placement Shares | No. of Placement Options |
|----------------|-------------------------|--------------------------|
| Ian Middlemas | 7,000,000 | 3,500,000 |
| Matthew Syme | 2,500,000 | 1,250,000 |
| Levi Mochkin | 6,000,000 | 3,000,000 |
| Robert Behets | 1,200,000 | 600,000 |
| Matthew Briggs | 200,000 | 100,000 |
| Total | 16,900,000 | 8,450,000 |

The terms and conditions upon which Messrs Middlemas, Syme, Mochkin, Behets and Briggs will subscribe for the Placement Shares and Placement Options will be the same terms and conditions as other investors in the Placement.

The terms and conditions of the Placement Options are detailed in Schedule 2.

Resolutions 3 to 7 (inclusive) are ordinary resolutions.

The Chairperson intends to exercise all available undirected proxies in favour of Resolutions 3 to 7 (inclusive).

6.2 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:

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six 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 exception to do so;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of Placement Shares and Placement Options to Messrs Middlemas, Syme, Mochkin, Behets and Briggs (and/or their respective nominee(s)) falls within Listing Rule 10.11.1 as Messrs Middlemas, Syme, Mochkin, Behets and Briggs are related parties of the Company, and do not fall within any of the exceptions in Listing Rule 10.12. Therefore, the issue of the Placement Shares and Placement Options requires Shareholder approval under Listing Rule 10.11.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 3 to 7 (inclusive) will be to allow the Company to issue without using the Company's 15% Placement Capacity under Listing Rule 7.1:

- (a) 7,000,000 Placement Shares and 3,500,000 Placement Options to Mr Middlemas (and/or his nominee(s)) pursuant to Resolution 3;
- (b) 2,500,000 Placement Shares and 1,250,000 Placement Options to Mr Syme (and/or his nominee(s)) pursuant to Resolution 4;
- (c) 6,000,000 Placement Shares and 3,000,000 Placement Options to Mr Mochkin (and/or his nominee(s)) pursuant to Resolution 5;
- (d) 1,200,000 Placement Shares and 600,000 Placement Options to Mr Behets (and/or his nominee(s)) pursuant to Resolution 6; and
- (e) 200,000 Placement Shares and 100,000 Placement Options to Mr Briggs (and/or his nominee(s)) pursuant to Resolution 7.

If Resolution 3 is not passed, the Company will not issue the 7,000,000 Placement Shares and 3,500,000 Placement Options to Mr Middlemas (and/or his nominee(s)).

If Resolution 4 is not passed, the Company will not issue the 2,500,000 Placement Shares and 1,250,000 Placement Options to Mr Syme (and/or his nominee(s)).

If Resolution 5 is not passed, the Company will not issue the 6,000,000 Placement Shares and 3,000,000 Placement Options to Mr Mochkin (and/or his nominee(s)).

If Resolution 6 is not passed, the Company will not issue the 1,200,000 Placement Shares and 600,000 Placement Options to Mr Behets (and/or his nominee(s)).

If Resolution 7 is not passed, the Company will not issue the 200,000 Placement Shares and 100,000 Placement Options to Mr Briggs (and/or his nominee(s)).

6.3 Specific information required by Listing Rule 10.13.

Listing Rule 10.13 requires that the following information be provided to Shareholders:

- (a) 7,000,000 Placement Shares and 3,500,000 Placement Options will be issued to Mr Middlemas (and/or his nominee(s)) pursuant to Resolution 3, 2,500,000 Placement Shares and 1,250,000 Placement Options will be issued to Mr Syme (and/or his nominee(s)) pursuant to Resolution 4, 6,000,000 Placement Shares and 3,000,000 Placement Options will be issued to Mr Mochkin (and/or his nominee(s)) pursuant to Resolution 5, 1,200,000 Placement Shares and 600,000 Placement Options will be issued to Mr Behets (and/or his nominee(s)) pursuant to Resolution 6 and 200,000 Placement Shares and 100,000 Placement Options will be issued to Mr Briggs (and/or his nominee(s)) pursuant to Resolution 7;
- (b) Messrs Middlemas, Syme, Mochkin, Behets and Briggs are related parties of the Company as they are Directors under Listing Rule 10.11.1;
- (c) the maximum number of Placement Shares and Placement Options the Company will issue to the Directors is:

| Name | No. of Placement Shares | No. of Placement Options |
|----------------|-------------------------|--------------------------|
| Ian Middlemas | 7,000,000 | 3,500,000 |
| Matthew Syme | 2,500,000 | 1,250,000 |
| Levi Mochkin | 6,000,000 | 3,000,000 |
| Robert Behets | 1,200,000 | 600,000 |
| Matthew Briggs | 200,000 | 100,000 |
| Total | 16,900,000 | 8,450,000 |

- (d) the Placement Shares to be issued to Messrs Middlemas, Syme, Mochkin, Behets and Briggs (and/or their respective nominee(s)) are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Company will issue the Placement Shares and Placement Options to Messrs Middlemas, Syme, Mochkin, Behets and Briggs (and/or their respective nominee(s)) no later than one (1) month after the date of the Meeting;
- (f) the Placement Shares to be issued to Messrs Middlemas, Syme, Mochkin, Behets and Briggs (and/or their respective nominee(s)) will each be allotted at an issue price of \$0.018 per Placement Share to raise approximately \$304,200;
- (g) the Placement Options will be issued on a free attaching basis of one (1) Option for every two (2) Shares subscribed for under the Placement and therefore no funds will be raised from the issue of the Placement Options;
- (h) proceeds raised from the issue of the Placement Shares to Messrs Middlemas, Syme, Mochkin, Behets and Briggs will be used as detailed in Section 3.1;
- (i) the Placement Shares and the Placement Options will be issued to Messrs Middlemas, Syme, Mochkin, Behets and Briggs (and/or their respective nominee(s)) pursuant to placement letters pursuant to which the Directors agreed to subscribe for the relevant Placement Shares at an issue price of \$0.018 per Share with free attaching Placement Options, subject to Shareholder approval;
- (j) the issue of the Placement Shares and Placement Options to Messrs Middlemas, Syme, Mochkin, Behets and Briggs (and/or their respective nominee(s)) are not intended to incentivise and are not part of any remuneration for those Directors; and
- (k) voting exclusion statements are included in the Notice for Resolutions 3 to 7 (inclusive).

6.4 Board recommendation

The Board (excluding Mr Ian Middlemas) recommends that Shareholders vote in favour of Resolution 3.

The Board (excluding Mr Matthew Syme) recommends that Shareholders vote in favour of Resolution 4.

The Board (excluding Mr Levi Mochkin) recommends that Shareholders vote in favour of Resolution 5.

The Board (excluding Mr Robert Behets) recommends that Shareholders vote in favour of Resolution 6.

The Board (excluding Mr Matthew Briggs) recommends that Shareholders vote in favour of Resolution 7.

7 Resolution 8 – Issue of Placement Options

7.1 General

Resolution 8 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 to issue 102,661,111 Placement Options to participants in the Placement.

The Placement Options will be exercisable at \$0.036 each, expiring 2 years from date of issue. The Placement Options are intended to be listed subject to satisfaction of the ASX quotation requirements.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 8.

7.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to the 15% Placement Capacity.

The issue of the Placement Options does not fall within any of the exceptions in Listing Rule 7.1 and would exceed the 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Placement Options (and the Shares subsequently issued on exercise of those Placement Options) without using any of the Company's 15% Placement Capacity. In addition, the issue of the Placement 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 Resolution 8 is not passed, the Company will not be able to proceed with the issue of Placement Options.

7.3 Specific information required by Listing Rule 7.3

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Placement Options will be issued to participants in the Placement. Refer to Section 3.1 for details of the Placement;
- (b) the maximum number of Placement Options that the Company may issue to participants in the Placement is 102,661,111;
- (c) the Placement Options will be issued on the terms and conditions in Schedule 2;
- (d) the Placement Options will be issued no later than three (3) months following Shareholder approval;

- (e) the Placement Options will be issued for nil cash consideration as they will be issued on a free attaching basis to the Placement Shares and no funds will be raised from the issue of the Placement Options;
- (f) the Placement Options will be issued pursuant to subscription letters under which institutional, professional and sophisticated investors subscribed for Placement Shares at an issue price of \$0.018 per Share together with one (1) free attaching Option for every two (2) Shares subscribed for; and
- (g) a voting exclusion statement is included in the Notice for Resolution 8.

7.4 **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 8.

8 **Resolution 9 – Issue of Joint Lead Manager Options**

8.1 **General**

Argonaut Securities Pty Limited and Taylor Collison Limited acted as Joint Lead Managers pursuant to an engagement letter on standard terms and conditions for a capital raising engagement letter. The Joint Lead Managers received a fee of 6% on the total raised.

Resolution 9 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 to issue 10,000,000 Options to the Joint Lead Managers as part consideration for services provided to the Company in connection with the Placement.

Resolution 9 is an ordinary resolution.

The Chairperson intends to exercise all available undirected proxies in favour of Resolution 9.

8.2 **Listing Rule 7.1**

Refer to Section 7.2 for a summary of Listing Rule 7.1.

The issue of the Joint Lead Manager Options does not fall within any of the exceptions in Listing Rule 7.1 and would exceed the 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options without using any of the Company's 15% Placement Capacity. In addition, the issue of the Joint Lead Manager Options (and the Shares issued on exercise of those Joint Lead Manager 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 Resolution 9 is not passed, the Company will not be able to proceed with the issue of Joint Lead Manager Options. The Company and the Joint Lead Manager will then enter into discussions in relation to alternative compensation for the services provided by the Joint Lead Managers and the Company will be required to provide alternative compensation to the Joint Lead Managers.

8.3 **Specific information required by Listing Rule 7.3**

The following information must be provided to Shareholders for the purposes of obtaining Shareholder approval:

- (a) the Joint Lead Manager Options will be issued to Argonaut Securities Pty Limited and Taylor Collison Limited (and/or their nominees);
- (b) the maximum number of Joint Lead Manager Options that the Company may issue to Argonaut Securities Pty Limited and Taylor Collison Limited is 13,600,000 Options;
- (c) the Joint Lead Manager Options will be issued on the terms and conditions in Schedule 2;

- (d) the Joint Lead Manager Options will be issued no later than three (3) months following Shareholder approval;
- (e) the Joint Lead Manager Options will be issued for nil cash consideration and no funds will be raised from the issue of the Joint Lead Manager Options. The Joint Lead Manager Options are proposed to be issued as part of the consideration for Argonaut Securities Pty Limited and Taylor Collison Limited providing services to the Company relating to the Placement;
- (f) the Company entered into a mandate with the Joint Lead Managers pursuant to which the Joint Lead Managers agreed to provide lead manager services to the Company in connection with the Placement. The Joint Lead Managers received a fee of 6% of the total proceeds raised under the Placement and subject to Shareholder approval, will be issued the Joint Lead Manager Options; and
- (g) a voting exclusion statement is included in the Notice for Resolution 9.

8.4 **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 9.

9 **Resolution 10 – Approval of Employee Equity Incentive Plan**

9.1 **General**

The Company received Shareholder approval for the adoption of the "Odyssey Gold Limited Employee Equity Incentive Plan" (**Plan**) at its annual general meeting held on 16 November 2021.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.2, exception 13, to renew the approval of the Plan, including amendments to the Plan to comply with the latest changes to employee incentive provisions under the Corporations Act, to enable Performance Rights, Options and Shares upon exercise or conversion of those Performance Rights and Options to be issued under the Plan to eligible Directors (excluding Non-Executive Directors), employees and contractors (**Employee Incentives**) to be exempted from Listing Rule 7.1 for a period of 3 years from the date on which Resolution 10 is passed.

A summary of the Plan is set out in Schedule 3.

Resolution 10 seeks Shareholder approval to renew the approval of the Plan to offer the opportunity for eligible Directors (excluding Non-Executive Directors), employees and contractors to subscribe for Employee Incentives, in order to increase the range of potential incentives available for eligible Directors, employees and contractors.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- (a) enable the Company to incentivise and retain existing key management personnel and other employees and contractors needed to achieve the Company's business objectives;
- (b) enable the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
- (c) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- (d) align the financial interest of participants of the Plan with those of Shareholders; and
- (e) provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

Resolution 10 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

9.2 **Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to convert to equity (such as an option or performance right), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2, exception 13, operates as one of the exceptions to Listing Rule 7.1. The effect of Shareholder approval under Listing Rule 7.2, exception 13 is that any issues of securities under the Plan are treated as having been made with the approval of shareholders for the purposes of Listing Rule 7.1. Approval under Listing Rule 7.2, exception 13 lasts for a period of three years.

Listing Rule 7.2, exception 13, is only available if and to the extent that the number of Equity Securities issued under the Plan does not exceed the maximum number set out in the entity's notice of meeting dispatched to Shareholders in respect of the meeting at which Shareholder approval was obtained pursuant to Listing Rule 7.2 exception 13. Listing Rule 7.2 exception 13 also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 10 is passed, Employee Incentives issued under the Plan (up to the maximum number of Employee Incentives stated in Section 9.3(c) below) in the 3 years from the date on which Resolution 10 is passed will be excluded when calculating the Company's 15% Placement Capacity, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date. However, unless an exception applies, the Company will be required to seek Shareholder approval for the issue of any Employee Incentives under the Plan to eligible Directors pursuant to Listing Rule 10.14.

If Resolution 10 is not passed, the Employee Incentives issued under the Plan will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

9.3 **Specific Information Required by Listing Rule 7.2**

In accordance with the requirements of Listing Rule 7.2, Exception 13(b), the following information is provided:

- (a) a summary of the material terms of the Plan is set out in Schedule 3;
- (b) 2,000,000 Options and 14,025,000 Performance Rights have previously been issued under the Plan since it was last approved by Shareholders under Listing Rule 7.2 exception 13 on 16 November 2021, of which 2,000,000 Options and 9,960,000 Performance have since lapsed;
- (c) if Resolution 10 is passed, the maximum number of securities that can be issued under the plan is 112,109,335 Employee Incentives (assuming that Resolutions 3 to 7 (inclusive) are passed and the Placement Shares are issued to the Directors), equivalent to 10% of the Company's issued share capital; and
- (d) a voting exclusion statement in respect of Resolution 10 has been included in the Notice.

9.4 **Board Recommendation**

The Board (excluding Mr Syme and Mr Mochkin) recommends that Shareholders vote in favour of Resolution 10.

Schedule 1

Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

15% Placement Capacity has the meaning given in Section 4.2.

10% Additional Placement Capacity has the meaning given in Section 5.2.

Article means an article of the Constitution.

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

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Chief Executive Officer means the chief executive officer of the Company.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Odyssey Gold Limited (ACN 116 151 636).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

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

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Joint Lead Managers has the meaning given in Section 3.1.

Joint Lead Manager Options has the meaning given in Section 3.1.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to, subject to any vesting conditions, acquire a Share.

Placement has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Plan has the meaning given in Section 9.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a holder of one or more Shares.

Schedule 2

Terms and Conditions of Placement Options and Joint Lead Manager Options

1 Entitlement

Each option (**Option**) entitles the holder (**Holder**) to subscribe for one (1) Share upon exercise.

2 Exercise Price and Expiry Date

The exercise price of each Option is \$0.036 (**Exercise Price**).

Each Option will expire two (2) years from the date of issue (**Expiry Date**).

3 Exercise Period

Each Option may be exercised at any time prior to the Expiry Date (**Exercise Period**). Any Option unexercised within the Exercise Period will automatically lapse.

4 Notice of Exercise

- (a) The Options may be exercised by notice in writing to the Company in the manner specified by the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds or other means of payment acceptable to the Company.
- (b) The Options may be exercised by the Holder in whole or in part. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed allottee.
- (c) A Notice of Exercise is only effective on and from the latter of the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds.

5 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the existing Shares on issue and will be free of all encumbrances, liens and third party interests.

6 Minimum Exercise Price

The Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder.

7 Quotation of Shares

If admitted to the official list of ASX at the time, the Company will apply to ASX for quotation of the Shares issued upon the exercise of the Options.

8 Timing of issue of Shares and quotation of Shares on exercise

Within five (5) Business Days after receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised:

- (a) issue the Shares pursuant to the exercise of the Options; and
- (b) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

9 Participation in new issues

A Holder who holds Options is not entitled to:

- (a) notice of, or to vote or attend at, a meeting of Shareholders;

- (b) receive any dividends declared by the Company; and
- (c) participate in any new issues of securities offered to Shareholders during the term of the Options,

unless and until the Options are exercised and the Holder holds Shares.

10 Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or securities to eligible Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

11 Adjustment for reorganisation

- (a) Subject to any applicable laws, the number of Options held by a Holder may, in the sole and absolute discretion of the Board, be determined to be such number as is appropriate and so that the Holder does not suffer any material detriment following any variation in the share capital of the Company arising from:
 - (i) a reduction, subdivision or consolidation of share capital;
 - (ii) a reorganisation of share capital;
 - (iii) a distribution of assets in specie;
 - (iv) the payment of a dividend, otherwise than in the ordinary course, of an amount substantially in excess of the Company's normal distribution policy; or
 - (v) any issue of ordinary shares or other equity securities or instruments which convert into ordinary shares by way of capitalisation of profits or reserves.
- (b) Upon any adjustment being made, the Board will notify each Holder (or his or her legal personal representative where applicable) in writing, informing them of the number of Options held by the relevant Holder.
- (c) If there is any reorganisation of the issued share capital of the Company, the terms of Options and the rights of the Holder who holds such Options will be varied, including an adjustment to the number of Options and/or the Exercise Price applicable to the Options, in accordance with the applicable laws and regulations that apply at the time of the reorganisation.

12 Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) there will be no adjustment to the Exercise Price.

13 Quotation of Options

The Company intends to apply to the ASX for quotation of the Options but the issue of the Options is not conditional upon quotation being granted. Subject to satisfying the ASX requirements for quotation as an additional class and subject to ASX granting quotation, the Options would be quoted on the ASX. If the ASX requirements are not satisfied, then the Options will not be quoted on the ASX.

If quotation of the Options is not granted, the Options will not be tradeable on the ASX.

14 Options transferability

Subject to quotation being granted, the Options are transferable at any time before the Expiry Date (subject to compliance with the Corporations Act and the Listing Rules).

15 Winding up

In the event of a winding up of the Company, unexercised Options will have no right to a distribution of surplus assets of the Company.

Schedule 3

Summary of Employee Equity Incentive Plan

The terms of the Employee Equity Incentive Plan (**Plan**) are summarised below. A copy of the Plan can be obtained by contacting the Company. Terms not defined in the Notice have the meaning given in the Plan.

Eligible Employees: The eligible participants under the Plan are Directors (excluding Non-Executive Directors) and Employees who are declared by the Board in its sole and absolute discretion to be eligible to receive grants of Options or Performance Rights under the Plan, or any other person who is declared by the Board in its sole and absolute discretion to be eligible to receive grants of Options or Performance Rights under the Plan. For the purposes of the Plan, "Employee" means an employee or other consultant or contractor of the Company, or any member of the Group. In accordance with the Listing Rules, prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan and be granted Shares, Options or Performance Rights.

Limits on Offer for monetary consideration: An Offer of Employee Incentives that requires cash consideration to be paid either on issue or exercise of the Employee Incentives (e.g. an Option with an exercise price) may only be made if the Company reasonably believes when making such an Offer, that the Offer will not result in the Company to be in breach of the cap imposed by Division 1A of Part 7.12 of the Corporations Act (**ESS Provisions**).

Limits on Offer for no monetary consideration: An Offer of Employee Incentives for no monetary consideration must not at any time exceed 10% of the total number of Shares on issue and such an Offer must not cause the Company to be in breach of the cap imposed by the ESS Provisions.

Individual Limits: The Plan does not set out a maximum number of Shares that may be issued to any one person or company. However, the Board must not issue any Shares under the Plan to any person if such an issue is prohibited by, or would contravene, any applicable law (including the Corporations Act).

Offer and Conditions: An Offer must be set out in an Offer Letter delivered to an Eligible Employee. The Offer Letter may specify (as determined by the Board):

- (a) the number of Options or Performance Rights;
- (b) the conditions on the Offer;
- (c) the Grant Date;
- (d) the Fee (if any);
- (e) the Performance Criteria (if any);
- (f) the Vesting Conditions (if any);
- (g) the Exercise Price (if any);
- (h) the Exercise Period (if applicable);
- (i) the Performance Period (if applicable); and
- (j) the Expiry Date and Term (if applicable);

Consideration Payable: Options and Performance Rights will be issued for nil consideration.

Cashless Exercise: Under the Plan, a Participant may elect to pay the exercise price for each Option by setting off the total exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the exercise price has been set off.

Lapse of Options and Performance Rights: Subject to the Board's discretion, Options and Performance Rights shall automatically be cancelled for no consideration where:

- (a) the Participant ceases to hold employment or office with the Company or Group member (except where the Participant is a Good Leaver);

- (b) the Participant is determined to have engaged in Fraudulent or Dishonest Conduct (described below);
- (c) the applicable Performance Criteria and/or Vesting Conditions are not achieved by the relevant time;
- (d) the Board determines, in its reasonable opinion, that the applicable Performance Criteria and/or Vesting Conditions have not been met or cannot be met within the relevant time;
- (e) the Expiry Date has passed;
- (f) the Board determines that the Participant has brought the Group into disrepute or acted contrary to the interest of the Company or Group;
- (g) the Participant has elected to surrender the Performance Rights or Options; and
- (h) the Offer Letter provides for the cancellation of the Performance Rights or Options in any other circumstances.

Good Leaver: A Good Leaver is a Participant who ceases employment or office with the Company or a Group Member and is determined by the Board to be a Good Leaver. Where a Participant who holds Employee Incentives becomes a Good Leaver:

- (a) all vested Options or Performance Rights which have not been exercised will continue in force and remain exercisable for 90 days after the date the Participant becomes a Good Leaver, unless the Board determines otherwise in its sole and absolute discretion, after which the Employee Incentives will lapse; and
- (b) the Board may in its discretion (subject to the Corporations Act and Listing Rules) permit unvested Employee Incentive held by the Good Leaver to vest, amend the vesting criteria applicable to the Employee Incentives (including Performance Criteria and/or Vesting Conditions or determine that the unvested Employee Incentives lapse.

Bad Leaver: A Bad Leaver is a Participant who, unless the Board determines otherwise, ceases employment or office with the Company or a Group member (which includes for any of the circumstances amount to Fraudulent or Dishonest Conduct (described below)). Where a Participant who holds Employee Incentives becomes a Bad Leaver all vested and unvested Employee Incentives will lapse (unless the Board determines otherwise). Where a Participant who holds Employee Incentives becomes a Bad Leaver the Board may determine to exercise the right to buy back any Shares issued upon exercise of an Option or conversion of a Performance Right.

Fraudulent or Dishonest Conduct: Where, in the opinion of the Board, a Participant or former Participant (which may include a Good Leaver) has engaged in Fraudulent or Dishonest Conduct the Board may deem all Employee Incentives held by the Participant or former Participant to automatically be forfeited. Fraudulent or Dishonest Conduct means a Participant or former Participant:

- (a) acts fraudulently or dishonestly;
- (b) wilfully breaches his or her duties to the Company or any member of the Group; or
- (c) has, by any act or omission, in the opinion of the Board (determined in its absolute discretion):
 - (i) brought the Company, the Group, its business or reputation into disrepute; or
 - (ii) is contrary to the interest of the Company or the Group;
- (d) commits any material breach of the provisions of any employment contract entered into by the Participant with any member of the Group;
- (e) commits any material breach of any of the policies of the Group or procedures or any laws, rules or regulations applicable to the Company or Group;
- (f) is subject to allegations, has been accused of, charged with or convicted of fraudulent or dishonest conduct in the performance of the Participant's (or former Participant's) duties, which in the reasonable opinion of the relevant directors of the Group effects the Participant's suitability for employment with that member of the Group, or brings the Participant or the relevant member of the Group into disrepute or is contrary to the interests of the Company or the Group;

- (g) is subject to allegations, has been accused of, charged with or convicted of any criminal offence which involves fraud or dishonesty or any other criminal offence which Board determines (in its absolute discretion) is of a serious nature;
- (h) has committed any wrongful or negligent act or omission which has caused any member of the Group substantial liability;
- (i) has become disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act or has committed any act that, pursuant to the Corporations Act, may result in the Participant being banned from managing a corporation;
- (j) has committed serious or gross misconduct, wilful disobedience or any other conduct justifying termination of employment without notice.
- (k) has wilfully or negligently failed to perform their duties under any employment contract entered into by the Participant with any member of the Group;
- (l) has engaged in a transaction which involves a conflict of interest to their employment with the Company resulting in the Participant or former Participant obtaining a personal benefit;
- (m) accepts a position to work with a competitor of the Company or Group;
- (n) acting in such a manner that could be seen as being inconsistent with the culture and values of the Company or the Group; or
- (o) any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant or former Participant.

Change of Control: All granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest (regardless of whether any Performance Criteria or Vesting Conditions have been satisfied, subject to compliance with the Listing Rule) and a Participant may exercise any or all of their Options (regardless of whether the Vesting Conditions have been satisfied, subject to compliance with the Listing Rule) provided that no Option will be capable of exercise later than the Expiry Date, if any of the following change of control events occur:

- (a) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
- (b) a Takeover Bid;
 - (i) is announced;
 - (ii) has become unconditional; and
 - (iii) the person making the Takeover Bid has a Relevant Interest in 50% or more of the issued Shares;
- (c) any person acquires a Relevant Interest in 50.1% or more of the issued Shares by any other means; or
- (d) the Company announces that a sale or transfer (in one transaction or a series of transaction) of the whole (or substantially the whole) of the undertaking and business of the Company has been completed.

Holding Lock: The Board may at any time request that the Company's share registry to impose a holding lock on any Employee Incentives issued pursuant to the Plan where the Board determines or reasonably believes (in its absolute discretion) that a Participant (or a Former Participant) has or may breach these Rules.

Contravention of Rules: The Board may at any time, in its sole and absolute discretion, take any action it deems reasonably necessary in relation to any Employee Incentives if it determines or reasonably believes a Participant has breached the Plan or the terms of issue of any Employee Incentives, including but not limited to, signing transfer forms in relation to Employee Incentives, placing a holding lock on Employee Incentives, signing any and all documents and doing all acts necessary to effect a Buy-Back,

accounting for the proceeds of the sale of forfeited Employee Incentives, refusing to transfer any Employee Incentives and/or refusing to issue any Shares.

ODYSSEY GOLD LIMITED

ACN 116 151 636

PROXY FORM

The Company Secretary
Odyssey Gold Limited

By delivery:

Level 9, 28 The Esplanade
PERTH WA 6000

By post:

PO Box Z5083
PERTH WA 6831

By e-mail:

voting@odysseygold.com.au

By facsimile:

+61 8 9322 6558

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark ☒ to indicate your directions. Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting. Further instructions are provided overleaf.

Step 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/we being Shareholder/s of the Company hereby appoint:

The Chair (mark box)

☐

OR if you are NOT appointing the Chair as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Odyssey Gold Limited to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Wednesday, 13 August 2025 commencing at 10:00am (WST) and at any adjournment or postponement of such meeting. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chair is your proxy or is appointed your proxy by default

The Chair intends to vote all undirected proxies in favour of Resolution 10. If the Chair is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 10, you will be expressly authorising the Chair to vote in accordance with the Chair's voting intentions on Resolution 10 even if Resolution 10 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 – INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

| Resolutions | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|
| 1. Ratify the Issue of Placement Shares under Listing Rule 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Ratify the Issue of Placement Shares under Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Issue of Placement Shares and Placement Options to Mr Ian Middlemas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Issue of Placement Shares and Placement Options to Mr Matthew Syme | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Issue of Placement Shares and Placement Options to Mr Levi Mochkin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Issue of Placement Shares and Placement Options to Mr Robert Behets | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Issue of Placement Shares and Placement Options to Mr Matthew Briggs | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Issue of Placement Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. Issue of Joint Lead Manager Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Approval of Employee Equity Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention. In exceptional circumstances, the Chair may change his/her voting intention on any resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change

Step 3 – AUTHORISED SIGNATURE/S

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

| | | |
|--|---------------|----------------------------|
| Individual or Shareholder 1 | Shareholder 2 | Shareholder 3 |
| <div></div> | <div></div> | <div></div> |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

| | | |
|--------------|---------------------------|------|
| Contact Name | Contact Daytime Telephone | Date |
|--------------|---------------------------|------|

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or an electronic copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received electronically by e-mail or by facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth WA 6000), or by post to PO Box Z5083, Perth WA 6831, or by e-mail to voting@odysseygold.com.au or by facsimile to (08) 9322 6558 if faxed from within Australia or +61 8 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).