



Megado Minerals Limited (ACN 632 150 817)
Annual General Meeting – Notice and Proxy Form

Dear Shareholder

The Annual General Meeting (**Meeting**) of shareholders of Megado Minerals Limited (ACN 632 150 817) (**Company**) will be held at Level 3, 480 Collins Street, Melbourne, VIC 3000 on Thursday, 29 May 2025 at 10:00 am (AEST).

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has previously requested a hard copy.

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

- (a) On the Company's website at www.megadominerals.com; or
- (b) On the Company's ASX market announcements page (ASX:MEG).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative. The **Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting** in person, by post or by facsimile. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

Your proxy form must be received by 10:00am (AEST) on Tuesday, 27 May 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your vote electronically please visit www.investorvote.com.au (Control Number: 184835).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.computershare.com.au/easyupdate/MEG and log in with your unique shareholder identification number and postcode (or country for overseas residents).

The Company will notify Shareholders via the Company's website at www.megadominerals.com and the Company's ASX Announcement Platform at www2.asx.com.au (ASX:MEG) if changing circumstances impact the planning or arrangement of the Meeting.

If you have any difficulties obtaining a copy of the Notice, please contact the Company via email at meetings@megadominerals.com.

This announcement is authorised for market release by the Company Secretary of Megado Minerals Limited.

Yours sincerely,

Aaron Bertolatti
Finance Director and Company Secretary
Megado Minerals Limited



Megado Minerals Limited
ACN 632 150 817

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 10:00 am (AEST) on Thursday, 29 May 2025

Location: Level 3, 480 Collins Street, Melbourne, VIC 3000

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on +61 8 6141 3260.

Shareholders are urged to attend the Meeting or vote by lodging the Proxy Form attached to the Notice.

The Independent Expert has concluded that, in the absence of an alternative offer, the Proposed Acquisition (the subject of Resolution 7 - Resolution 10 inclusive) is not fair, but reasonable to Shareholders.

All Shareholders should refer to the Independent Expert's Report enclosed with this Notice at Annexure A.

Megado Minerals Limited
ACN 632 150 817
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of Shareholders of Megado Minerals Limited (**Company**) will be held at Level 3, 480 Collins Street, Melbourne, VIC 3000 on Thursday, 29 May 2025 at 10:00 am (AEST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the 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 Shareholders as at 10:00 am (AEST) on Tuesday, 27 May 2025.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 – Election of Director – Anthony Hall

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

'That, for the purpose of Listing Rule 14.5, Clause 14.2(b)(ii) of the Constitution and for all other purposes, Anthony Hall, a Director who was appointed as a Director by the Board of Directors in accordance with Clause 14.4(a) of the Constitution on 16 May 2024, retires and, being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Re-election of Director – Aaron Bertolatti

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

'That, Aaron Bertolatti, who retires in accordance with Clause 14.2(a) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Ratification of issue of Tranche 1 Placement Shares

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 7.4 and for all other purposes, Shareholders ratify the prior issue of 38,000,000 Tranche 1 Placement Shares issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Director Placement Shares

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 10.11 and for all other purposes, Shareholders approve the issue of up to 12,000,000 Director Placement Shares to Anthony Hall (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 – Approval to issue Consideration Shares to Unrelated Vendors

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

'That, subject to and conditional on the passing of the Proposed Acquisition Resolutions, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 153,125,000 Consideration Shares to the Unrelated Vendors (or their respective nominees) as partial consideration for the Proposed Acquisition, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval to issue Consideration Performance Rights to Unrelated Vendors

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

'That, subject to and conditional on the passing of the Proposed Acquisition Resolutions, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 306,250,000 Consideration Performance Rights to the Unrelated Vendors (or their respective nominees) as partial consideration for the Proposed Acquisition, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to issue Consideration Shares to Related Vendors

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

'That, subject to and conditional on the passing of the Proposed Acquisition Resolutions, pursuant to and in accordance with Listing Rule 10.11, section 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 21,875,000 Consideration Shares to the Related Vendors (or their respective nominees) as follows:

- (a) *up to 13,541,667 Consideration Shares to Anthony Hall; and*
- (b) *up to 8,333,333 Consideration Shares to Aaron Bertolatti,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 10 – Approval to issue Consideration Performance Rights to Related Vendors

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

'That, subject to and conditional on the passing of the Proposed Acquisition Resolutions,

pursuant to and in accordance with Listing Rule 10.11, section 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 43,750,000 Consideration Performance Rights to the Related Vendors (or their respective nominees) as follows:

(a) *up to 27,083,334 Consideration Performance Rights to Anthony Hall; and*

(b) *up to 16,666,666 Consideration Performance Rights to Aaron Bertolatti,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 11 – Approval to issue Management and Consultant Options

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 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,000 Management and Consultant Options, on the terms and conditions in the Explanatory Memorandum.'

Resolution 12 – Approval to issue Director Options

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 18,000,000 Director Options to the Directors (or their respective nominees) as follows:

(a) *up to 10,000,000 Director Options to Anthony Hall;*

(b) *up to 6,000,000 Director Options to Aaron Bertolatti; and*

(c) *up to 2,000,000 Director Options to Bradley Drabsch,*

on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 4:** if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (b) **Resolution 5:** by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (c) **Resolution 6:** by or on behalf of Anthony Hall (or his nominees), and any other person who will obtain a material benefit as a result of the issue of the Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 7:** by or on behalf of the Unrelated Vendors (or their respective nominees), and any other person who will obtain a material benefit as a result of, the issue of these Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 8:** by or on behalf of the Unrelated Vendors (or their respective nominees), and any other person who will obtain a material benefit as a result of, the issue of these Consideration Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 9(a):** by or on behalf of Anthony Hall (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (g) **Resolution 9(b):** by or on behalf of Aaron Bertolatti (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (h) **Resolution 10(a):** by or on behalf of Anthony Hall (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Consideration Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (i) **Resolution 10(b):** by or on behalf of Aaron Bertolatti (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Consideration Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (j) **Resolution 11:** by or on behalf any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Management and Consultant Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

- (k) **Resolution 12(a):** by or on behalf of Anthony Hall (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (l) **Resolution 12(b):** by or on behalf of Aaron Bertolatti (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (m) **Resolution 12(c):** by or on behalf of Bradley Drabsch (or his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

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

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 12(a), (b) and (c): In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 9(a) and (b), Resolution 10(a) and (b) and Resolution 12(a), (b) and (c): In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom these Resolutions would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on these Resolutions; and
- (b) it is not cast on behalf of a related party of the Company to whom these Resolutions would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 of the Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a

person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'A. Bertolatti', with a horizontal line extending to the right.

Aaron Bertolatti

Finance Director and Company Secretary

Megado Minerals Limited

Dated: 14 April 2025

Megado Minerals Limited
ACN 632 150 817
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 3, 480 Collins Street, Melbourne, VIC 3000 on Thursday, 29 May 2025 at 10:00 am (AEST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

Section 2	Voting and attendance information
Section 3	Background to the Resolutions
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director – Anthony Hall
Section 6	Resolution 3 – Re-election of Director – Aaron Bertolatti
Section 7	Resolution 4 – Approval of 10% Placement Facility
Section 8	Resolution 5 – Ratification of issue of Tranche 1 Placement Shares
Section 9	Resolution 6 – Approval to issue Director Placement Shares
Section 10	Resolution 7 – Approval to issue Consideration Shares to Unrelated Vendors
Section 11	Resolution 8 – Approval to issue Consideration Performance Rights to Unrelated Vendors
Section 12	Resolution 9 – Approval to issue Consideration Shares to Related Vendors
Section 13	Resolution 10 – Approval to issue Consideration Performance Rights to Related Vendors
Section 14	Resolution 11 – Approval to issue Management and Consultant Options
Section 15	Resolution 12 – Approval to issue Director Options
Schedule 1	Definitions

Schedule 2	Terms and conditions of the Consideration Performance Rights
Schedule 3	Terms and conditions of Management and Consultant Options
Schedule 4	Terms and conditions of Director Options
Schedule 5	Valuation of Consideration Performance Rights
Schedule 6	Valuation of Director Options
Annexure A	Independent Expert's Report

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

2. Voting and attendance information

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

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

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 encouraged to vote by lodging the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting. Your proxy voting instruction must be received by 10:00 am (AEST) on Tuesday, 27 May 2025, being not later than 48 hours before the commencement of the Meeting.

2.4 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, Resolution 12(a), (b) and (c) (inclusive) by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

2.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company at info@megadominerals.com by Tuesday, 27 May 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Background to the Resolutions

3.1 Proposed Acquisition

On 5 November 2024, the Company announced that it had entered into a binding agreement (**Share Sale Agreement**) to acquire 80% of the issued capital of Iberian Copper Pty Ltd (ACN 679 165 925) (**ICPL**) from the shareholders of ICPL (**Vendors**), (**Proposed Acquisition**).

ICPL, via its wholly owned Spanish subsidiary, Iberian Copper SL, holds 100% of the rights and title to 12 applications for mineral exploration permits covering an area of 956km² located in the Aragón and Navarra provinces of Spain (**Iberian Copper Project**). These permits are expected to be granted, in the case of Navarra, during May 2025, and in the case of Aragón before 30 June 2025. Although the Company is not aware of any reason why the applications will not be granted, the grant involves the exercise of administrative functions (including discretion), which are beyond the control of the Company. Any failure of these applications to be granted may have a material adverse effect on the ability of the Company to obtain tenure and explore for minerals on the areas in those applications.

Pursuant to the Share Sale Agreement, the Company will:

- (a) reimburse the Vendors up to \$100,000 for expenses incurred on the Iberian Copper Project; and
- (b) subject to receipt of Shareholder approval at this Meeting, issue to the Vendors (or their respective nominees) in their respective proportions:
 - (i) 175,000,000 Shares (**Consideration Shares**); and
 - (ii) 350,000,000 Performance Rights (**Consideration Performance Rights**) of which:
 - (A) 175,000,000 Performance Rights (**Class A Performance Rights**) will vest and convert to Shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate of at least:
 - (1) 10,000,000 tonnes of 1% copper equivalent; or
 - (2) 5,000,000 tonnes of 1.5% copper equivalent; or
 - (3) 3,000,000 tonnes of 3% copper equivalent; and
 - (B) 175,000,000 Performance Rights (**Class B Performance Rights**) will vest and convert to Shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate with at least 200,000 tonnes of contained copper equivalent,

(collectively, the **Consideration Securities**).

The Consideration Performance Rights will expire on the date that is five years from the date of Completion (defined below).

Directors, Anthony Hall (via JAWAF Enterprises Pty Ltd, an entity controlled by Mr Hall) and Aaron Bertolatti (together, **Related Vendors**) are each a shareholder of ICPL and are therefore entitled to receive Consideration Securities in proportion to their shareholdings in ICPL. The Vendors, with the exception of the Related Vendors, are the **Unrelated Vendors**.

A summary of the proportional number of Consideration Securities they are each entitled to receive is set out below:

	Unrelated Vendors	Anthony Hall	Aaron Bertolatti
Consideration Shares	153,125,000	13,541,667	8,333,333
Consideration Performance Rights	306,250,000	27,083,334	16,666,666

Having regard to ASIC's Regulatory Guide 76 *Related Party Transactions* (**RG 76**), the Company has engaged the Independent Expert to prepare the Independent Expert's Report in Annexure A which contains a valuation of the Consideration Shares and ICPL.

Completion of the Proposed Acquisition (**Completion**) is subject to satisfaction or waiver of the following conditions precedent:

- (a) the Company obtaining all necessary regulatory approvals pursuant to the Listing Rules, the Corporations Act, and any other applicable laws to lawfully complete the transactions set out in the Share Sale Agreement; and
- (b) the Company obtaining all necessary Shareholder approvals (including for the issue of the Consideration Securities).

Following Completion, the Vendors will retain a 20% free carry in ICPL until the Company's Board approves a final investment decision to commence construction of a mine. Following which, if the Vendors' do not provide funding pro rata to their interest in ICPL and their interest in ICPL is diluted to 10% or less, upon that occurring, then the Company will have the option to acquire their interest in exchange for granting a 2.0% net smelter return royalty over the Iberian Copper Project.

3.2 **Capital Raising**

On 5 November 2024, the Company announced a capital raising comprising a placement and a non-renounceable pro rata entitlement offer to raise total gross proceeds of up to approximately \$2.127 million (before costs).

- (a) **Placement**

The Company has received firm commitments to complete a share placement to sophisticated and professional investors to raise up to \$600,000 (before costs) via the issue of up to 50,000,000 Shares at an issue price of \$0.012 per Share (**Placement Shares**) in two tranches as follows:

- (i) up to 38,000,000 Placement Shares issued on 12 November 2024 to unrelated parties of the Company using the Company's available placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**), raising \$456,000 (before costs), the subject of Resolution 5; and
- (ii) subject to Shareholder approval under Listing Rule 10.11, up to 12,000,000 Placement Shares to be issued to Executive Chairman, Anthony Hall (or his nominees) (**Director Placement Shares**), raising \$144,000 (before costs), pursuant to Resolution 6,

(together, the **Placement**).

(b) **Entitlement Offer**

In order to provide eligible shareholders with the ability to participate in the Company's capital raising activities, the Company offered Eligible Shareholders an opportunity to participate in a 1 for 2 pro-rata non-renounceable entitlement offer of new Shares (**New Shares**) at an issue price of \$0.012 per New Share to raise up to approximately \$1.527 million (before costs) (**Entitlement Offer**). The New Shares under the Entitlement Offer were issued on 4 and 12 December 2024.

3.3 **Interconditionality of Resolutions**

Resolution 7, Resolution 8, Resolution 9(a) and (b) and Resolution 10(a) and (b) relate to the Proposed Acquisition (**Proposed Acquisition Resolutions**) and are interconditional, meaning that each of them will only take effect if they are all passed by the requisite majority of Shareholders' votes at the Meeting.

If any of the Proposed Acquisition Resolutions are not passed, the Company will be unable to proceed with the Proposed Acquisition and Shareholders will not be asked to vote on the balance of the Proposed Acquisition Resolutions.

4. **Resolution 1 – Remuneration Report**

4.1 **General**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 31 December 2024 in the 2024 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors.

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 annual general meeting held on 31 May 2024. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2026 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director – Anthony Hall

5.1 General

Clause 14.4(a) of the Constitution provides that Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 14.4(a) of the Constitution and Listing Rule 14.4 both provide that a Director appointed under Clause 14.4(a) of the Constitution must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Accordingly, Anthony Hall, a Director appointed on 16 May 2024, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 2.

5.2 Anthony Hall

Mr Hall has more than 25 years' commercial experience in strategy, venture capital, risk management, and compliance. Mr Hall has been the founding Managing Director and CEO of two ASX listed companies that successfully transitioned from IPO to inclusion in the S&P/ASX300 index. Mr Hall currently serves as CEO and Managing Director at Osmond Resources Ltd.

Mr Hall holds a Bachelor of Laws (Honours), Bachelor of Business (Accounting and Finance) and a Graduate Diploma of Applied Finance and Investment.

Mr Hall does not currently hold any other material directorships, other than as disclosed in this Notice.

If elected, Mr Hall is not considered by the Board (with Mr Hall abstaining) to be an independent Director, due to being employed by the Company in an executive capacity.

Mr Hall has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as Director.

5.3 Board recommendation

On the basis of Mr Hall's skills, qualifications, significant experience, and his contributions to the Board's activities, the Board (with Mr Hall abstaining) supports the re-election of Mr Hall.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Re-election of Director – Aaron Bertolatti

6.1 General

Clause 14.2(a) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Aaron Bertolatti, Finance Director, was last re-elected at the Company's 2022 annual general meeting held on 31 May 2022. Accordingly, Mr Bertolatti, being eligible, seeks re-election pursuant to this Resolution 3.

If Resolution 3 is passed, Mr Bertolatti will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr Bertolatti will not be re-elected as a Director of the Company.

6.2 Aaron Bertolatti

Mr Bertolatti is a qualified chartered accountant and company secretary with over 17 years of experience in the mining industry and accounting profession.

Mr Bertolatti has significant experience in the administration of ASX listed companies, financial accounting corporate governance and corporate finance. Roles included Australian CFO of Highfield Resources Ltd and CFO of 5E Advanced Materials Ltd. Mr Bertolatti was a director

of Future Metals NL between 2018 and 2022. Mr Bertolatti currently serves as a non-executive director and company secretary at Fin Resources Ltd.

Mr Bertolatti does not hold any other material directorships, other than as disclosed in this Notice.

If elected, Mr Bertolatti is not considered by the Board (with Mr Bertolatti abstaining) to be an independent Director, due to being employed by the Company in an executive capacity.

Mr Bertolatti has acknowledged to the Company that he will have sufficient time to fulfill his responsibilities as Director.

6.3 **Board Recommendation**

On the basis of Mr Bertolatti's skills, qualifications, significant experience, and his contribution to the Board's activities, the Board (with Mr Bertolatti abstaining) supports the re-election of Mr Bertolatti.

6.4 **Additional Information**

Resolution 3 is an ordinary resolution.

7. **Resolution 4 – Approval of 10% Placement Facility**

7.1 **General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A during the 10% Placement Period without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A. The Company will therefore remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 **Listing Rule 7.1A**

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has an undiluted market capitalisation of approximately \$4.6 million, based on the closing price of Shares (\$0.011) on 11 April 2025.

(b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of this Notice, the Company has on issue one quoted classes of Equity Securities, being Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (1) the agreement was entered into before the commencement of the Relevant Period; or
 - (2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

- (E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 or Listing Rule 7.4; and
- (F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 7.2(e)(i) above, the date on which the Equity Securities are issued, **(Minimum Issue Price)**.

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

(g) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder

approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

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

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible Securities, only if the convertible Securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c) above) as at the date of this Notice (**Variable A**), with:

- (i) two examples where Variable A has increased by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0055 50% decrease in Current Market Price	\$0.011 Current Market Price	\$0.022 100% increase in Current Market Price
419,683,262 Shares Variable A	10% Voting Dilution	41,968,326 Shares	41,968,326 Shares	41,968,326 Shares
	Funds raised	\$230,826	\$461,652	\$923,303
629,524,893 Shares 50% increase in Variable A	10% Voting Dilution	62,952,489 Shares	62,952,489 Shares	62,952,489 Shares
	Funds raised	\$346,239	\$682,477	\$1,384,955
839,366,524 Shares 100% increase in Variable A	10% Voting Dilution	83,936,652 Shares	83,936,652 Shares	83,936,652 Shares
	Funds raised	\$461,652	\$923,303	\$1,846,606

Notes:

- The table has been prepared on the following assumptions:
 - The issue price is the current market price (\$0.011), being the closing price of the Shares on ASX on 11 April 2025, being the latest practicable date before this Notice was signed.
 - Variable A comprises of 419,683,262 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 or Listing Rule 7.4.
 - The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No convertible Securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of

the allottees of Equity Securities will be determined on a case-by-case basis having regard to the following factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2024 annual general meeting held on 31 May 2024.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

7.4 **Additional information**

Resolution 4 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 4.

8. **Resolution 5 – Ratification of issue of Tranche 1 Placement Shares**

8.1 **General**

The background to the Placement and the issue of the Tranche 1 Placement Shares is in Section 3.2 above.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the prior issue of the Tranche 1 Placement Shares under Listing Rule 7.1.

8.2 **Listing Rules 7.1 and 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 shares it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of 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 effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

8.3 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 5 is passed, 38,000,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche 1 Placement Shares.

If Resolution 5 is not passed, 38,000,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 38,000,000 Equity Securities for the 12-month period following the

issue of the Tranche 1 Placement Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Placement Shares were issued.

8.4 **Specific 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 the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to new and existing sophisticated and professional investors (**Tranche 1 Placement Participants**), none of whom is a related party of the Company or a Material Investor. The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the Placement from new and existing contacts of the Company.
- (b) 38,000,000 Tranche 1 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Tranche 1 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 Tranche 1 Placement Shares were issued on 12 November 2024 at an issue price of \$0.012 each.
- (e) The proceeds from the issue of the Tranche 1 Placement Shares have been or are intended to be used to progress exploration activities on the Iberian Copper Project. If Completion of the Proposed Acquisition does not occur, the Company's intention as at the date of this Notice is to apply the proceeds to its Canadian lithium and gold projects, progressing collaboration options for its North Fork Rare Earth Project, working capital, and identifying and assessing new acquisitions in the mineral resource sector in approximately equal proportions.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

8.5 **Additional information**

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

9. **Resolution 6 – Approval to issue Director Placement Shares**

9.1 **General**

The background to the Placement and the proposed issue of the Director Placement Shares is in Section 3.2 above.

It is proposed that Director, Mr Anthony Hall (or his nominees) participate in the Placement by subscribing for 12,000,000 Placement Shares at the issue price of \$0.012 to raise a total of \$144,000 (before costs).

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to Mr Hall (or his nominees).

9.2 **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 any of the following persons without the approval of its Shareholders:

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

Mr Hall is a related party of the Company by virtue of being a Director.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to Mr Hall (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

9.3 **Technical information required by ASX Listing Rule 14.1A**

The effect of Shareholders passing Resolution 6 will be to allow the Company to issue the Director Placement Shares, raising up to \$144,000 (before costs).

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Shares and will not receive the additional \$144,000 (before costs) committed by Mr Hall.

9.4 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in

relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Mr Hall (or his nominees).
- (b) Mr Hall falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Shares are issued to a nominee of Mr Hall, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 12,000,000 Director Placement Shares will be issued.
- (d) The Director Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at a price of \$0.012 each, being the same issue price as the Tranche 1 Placement Shares.
- (g) The proceeds from the issue of the Director Placement Shares are intended to be used in the same manner as the proceeds of the Tranche 1 Placement Shares, as set out in Section 8.4(e) above.
- (h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise Mr Hall.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

9.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to a related party of the Company.

The Board (other than Mr Hall) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued on the same terms as those Shares issued to non-related participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

9.6 **Additional information**

Resolution 6 is an ordinary resolution.

The Board (other than Mr Hall) recommends that Shareholders vote in favour of Resolution 6.

10. **Resolution 7 – Approval to issue Consideration Shares to Unrelated Vendors**

The background to the Proposed Acquisition and the proposed issue of the Consideration Shares is in Section 3.1.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue 153,125,000 Consideration Shares to the Unrelated Vendors (or their respective nominees).

10.1 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 8.2 above.

The proposed issue of the Consideration Shares to the Unrelated Vendors (or their respective nominees) does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Consideration Shares to the Unrelated Vendors (or their respective nominees).

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

10.2 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Consideration Shares to the Unrelated Vendors (or their respective nominees).

If Resolution 7 is not passed, the Company will be unable to proceed with the issue of the Consideration Shares to the Unrelated Vendors (or their respective nominees) and will be unable to complete the Proposed Acquisition, or may need to renegotiate the terms of the Proposed Acquisition. Such terms may be less favourable to the Company.

Resolution 7 is a Proposed Acquisition Resolution. If any of the Proposed Acquisition Resolutions are not passed, the Company will be unable to proceed with the Proposed Acquisition and Shareholders will not be asked to vote on the balance of the Proposed Acquisition Resolutions.

10.3 **Specific 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 the proposed issue of the Consideration Shares to the Unrelated Vendors (or their respective nominees):

- (a) A maximum of 153,125,000 Consideration Shares will be issued to the Unrelated Vendors (or their respective nominees) pursuant to Resolution 7. The Unrelated Vendors are shareholders of ICPL, none of whom are a related party of the Company or Material Investor.

- (b) These Consideration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (c) These Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (d) These Consideration Shares will be issued for nil cash consideration as part consideration for the acquisition of 80% of the issued capital of ICPL in the control of the Unrelated Vendors pursuant to the Share Sale Agreement. Accordingly, no funds will be raised from the issue of these Consideration Shares.
- (e) A summary of the material terms of the Share Sale Agreement is set out in Section 3.1 above. The Share Sale Agreement contains additional provisions, including warranties and indemnities, which are considered standard for agreements of this nature.
- (f) A voting exclusion statement is included in the Notice.

10.4 **Additional information**

Resolution 7 is an ordinary resolution.

The Board (other than Anthony Hall and Aaron Bertolatti who have material personal interest in the outcome of the Proposed Acquisition Resolutions) recommends that Shareholders vote in favour of Resolution 7.

11. **Resolution 8 – Approval to issue Consideration Performance Rights to Unrelated Vendors**

11.1 **General**

The background to the Proposed Acquisition and the proposed issue of the Consideration Performance Rights is in Section 3.1.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue 306,250,000 Consideration Performance Rights to the Unrelated Vendors (or their respective nominees).

11.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The proposed issue of Consideration Performance Rights to the Unrelated Vendors (or their respective nominees) does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Consideration Performance Rights to the Unrelated Vendors (or their respective nominees).

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

11.3 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Consideration Performance Rights to the Unrelated Vendors (or their respective nominees).

If Resolution 8 is not passed, the Company will be unable to proceed with the issue of the Consideration Performance Rights to the Unrelated Vendors (or their respective nominees) and will be unable to complete the Proposed Acquisition, or may need to renegotiate the terms of the Proposed Acquisition. Such terms may be less favourable to the Company.

Resolution 8 is a Proposed Acquisition Resolution. If any of the Proposed Acquisition Resolutions are not passed, the Company will be unable to proceed with the Proposed Acquisition and Shareholders will not be asked to vote on the balance of the Proposed Acquisition Resolutions.

11.4 **Specific 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 the proposed issue of the Consideration Performance Rights to the Unrelated Vendors (or their respective nominees):

- (a) A maximum of 306,250,000 Consideration Performance Rights will be issued to the Unrelated Vendors (or their respective nominees) pursuant to Resolution 8. The Unrelated Vendors are shareholders of ICPL, none of whom are a related party of the Company or Material Investor.
- (b) These Consideration Performance Rights comprise:
 - (i) 153,125,000 Class A Performance Rights which will be issued on the terms and conditions set out in Schedule 2; and
 - (ii) 153,125,000 Class B Performance Rights which will be issued on the terms and conditions set out in Schedule 2.
- (c) These Consideration Performance Rights will be issued no later than 3 months after the date of the Meeting.
- (d) These Consideration Performance Rights will be issued for nil cash consideration as part consideration for the acquisition of 80% of the issued capital of ICPL in the control of the Unrelated Vendors pursuant to the Share Sale Agreement. Accordingly, no funds will be raised from the issue of these Consideration Performance Rights.
- (e) A summary of the material terms of the Share Sale Agreement is set out in Section 3.1 above. The Share Sale Agreement contains additional provisions, including warranties and indemnities, which are considered standard for agreements of this nature.
- (f) A voting exclusion statement is included in the Notice.

11.5 **Additional information**

Resolution 8 is an ordinary resolution.

The Board (other than Anthony Hall and Aaron Bertolatti who have material personal interest in the outcome of the Proposed Acquisition Resolutions) recommends that Shareholders vote in favour of Resolution 8.

12. Resolution 9 – Approval to issue Consideration Shares to Related Vendors

12.1 General

The background to the Proposed Acquisition and the proposed issue of the Consideration Shares is in Section 3.1.

Resolution 9(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.11 and sections 195 and 208 of the Corporations Act, to issue up to 21,875,000 Consideration Shares to the Related Vendors (or their respective nominees) in the proportions set out in Section 3.1.

12.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 9.2 above.

Each of the Related Vendors are a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Consideration Shares to the Related Vendors (or their respective nominees) as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Consideration Shares to the Related Vendors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

12.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 9(a) and (b) are passed, the Company will be able to proceed with the issue of the Consideration Shares to the Related Vendors (or their respective nominees).

If Resolution 9(a) and (b) are not passed, the Company will be unable to proceed with the issue of the Consideration Shares to the Related Vendors (or their respective nominees) and will be unable to complete the Proposed Acquisition, or may need to renegotiate the terms of the Proposed Acquisition. Such terms may be less favourable to the Company.

Resolution 9(a) and (b) are each Proposed Acquisition Resolutions. If any of the Proposed Acquisition Resolutions are not passed, the Company will be unable to proceed with the Proposed Acquisition and Shareholders will not be asked to vote on the balance of the Proposed Acquisition Resolutions.

12.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Consideration Shares to the Related Vendors (or their respective nominees):

- (a) Each of the Related Vendors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Consideration Shares are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

- (b) A maximum of 21,875,000 Consideration Shares will be issued to the Related Vendors (or their respective nominees) in the proportions set out in Section 3.1.
- (c) These Consideration Shares will be 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) These Consideration Shares will be issued no later than one month after the date of the Meeting.
- (e) These Consideration Shares will be issued for nil cash consideration as part consideration for the acquisition of 80% of the issued capital of ICPL in the control of the Related Vendors pursuant to the Share Sale Agreement. Accordingly, no funds will be raised from the issue of these Consideration Shares.
- (f) The issue of these Consideration Shares is not intended to remunerate or incentivise the Related Vendors.
- (g) A summary of the material terms of the Share Sale Agreement is set out in Section 3.1 above. The Share Sale Agreement contains additional provisions, including warranties and indemnities, which are considered standard for agreements of this nature.
- (h) A voting exclusion statement is included in the Notice.

12.5 **Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

Directors Anthony Hall and Aaron Bertolatti have a personal interest in the outcome of each of their respective Resolutions under Resolution 9(a) and (b) and have exercised their right under section 195(4) of the Corporations Act to put the proposed issue of the Consideration Shares to Shareholders to resolve.

12.6 **Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is in Section 9.5.

The proposed issue of the Consideration Shares to the Related Vendors constitutes giving a financial benefit to related parties of the Company.

Given the personal interests of two out of the three Directors in the outcome of these Resolutions, the Directors are unable to form a quorum to consider whether the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, the Board is seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act in respect of the issue of the Consideration Shares to the Related Vendors (or their respective nominees).

Notwithstanding that the issue of the Consideration Shares to the Related Vendors is considered by the Board (other than Anthony Hall and Aaron Bertolatti who have material personal interest in the outcome of these Resolutions) to be on arm's length terms, the Board

considers that Shareholder approval should be sought pursuant to Chapter 2E of the Corporations Act as two of the three Directors have a personal interest in the Proposed Acquisition.

12.7 Information required under Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of these Consideration Shares:

(a) **Identity of the related parties to whom Resolution 9(a) and (b) permit financial benefits to be given**

Refer to Section 3.1 above.

(b) **Nature of the financial benefit**

Resolution 9(a) and (b) seek Shareholder approval to allow the Company to issue the Consideration Shares in the amounts specified in Section 3.1 to the Related Vendors (or their respective nominees). Subject to Shareholders approving the Proposed Acquisition Resolutions, the financial benefit will be given within 5 business days of the Meeting.

The Consideration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

The Company will apply for official quotation of the Consideration Shares on ASX.

(c) **Board recommendations**

Mr Hall and Mr Bertolatti have a material personal interest in the outcome of these Resolutions. Mr Drabsch (being the only Board member who does not have a material personal interest in the outcome of these Resolutions) recommends that Shareholders vote in favour of Resolution 9(a) and (b) for the reason that, subject to the other Proposed Acquisition Resolutions being passed by the requisite majority of Shareholders' votes at the Meeting and satisfaction of any outstanding conditions precedent under the Share Sale Agreement, if Resolution 9(a) and (b) are passed at the Meeting then the Company will acquire an 80% interest in the Iberian Copper Project, which will:

- (i) provide strategic alignment as the exposure to a prospective project with previous copper oxide mining activity complements the Company's existing portfolio; and
- (ii) generate significant additional market interest in the Company, at a time when earlier stage lithium projects are struggling to raise exploration funding.

The management also has a proven track record of identifying and progressing exploration assets in Spain. Further details of the Iberian Copper Project are set out in the Company's ASX announcement dated 5 November 2024 and titled "Megado to Acquire Major European Copper Project".

(d) **Valuation of financial benefit**

The value the Company attributes to the Consideration Shares is \$1,662,500 (\$0.0095 each), being the value provided by the Independent Expert in the Independent Expert's Report in Annexure A. A summary of the valuation is in the table below.

In accordance with RG 76, the Company has also obtained a valuation of 80% of the issued capital in ICPL. The Independent Expert's Report values 80% of the issued capital in ICPL at \$1,894,111. Refer to Annexure A for further details.

Related Vendor	Consideration Shares	Valuation
Anthony Hall	13,541,667	\$128,645.84
Aaron Bertolatti	8,333,333	\$79,166.66
TOTAL	21,875,000	\$207,812.50

(e) **Remuneration of the Related Vendors**

The current total remuneration package for each of the Related Vendors as at the date of this Notice is set out below (inclusive of superannuation):

Related Vendor	Salary and fees
Anthony Hall	\$120,000
Aaron Bertolatti	\$150,000

(f) **Existing relevant interest of the Related Vendors**

At the date of this Notice, the Related Vendors hold the following relevant interests in Equity Securities of the Company:

Related Vendor	Shares	Voting Power ⁽³⁾	Options ⁽⁴⁾
Anthony Hall ^{(1), (2)}	8,704,155	2.07%	-
Aaron Bertolatti ⁽²⁾	3,218,056	0.77%	1,200,000

Notes:

1. Subject to Shareholder approval of Resolution 6, the Company intends to issue up to a further 12,000,000 Director Placement Shares to Anthony Hall (or his nominees) (further details are set out in Section 9 above).
2. Subject to Shareholder approval of the Proposed Acquisition Resolutions, the Company intends to issue up to 21,875,000 Consideration Shares and 43,750,000 Consideration Performance Rights to Anthony Hall and Aaron Bertolatti (or their respective nominees). Further details are in Sections 3 and 13.
3. Based on 419,683,262 Shares on issue as at the date of this Notice.
4. Subject to Shareholder approval of Resolution 12(a) and (b) the Company intends to issue up to a further 10,000,000 Director Options to Anthony Hall (or his nominees) and 6,000,000 Director Options to Aaron Bertolatti (or his nominees). Further details are in Section 15.

Assuming that Resolution 9(a) and (b) are approved by Shareholders, all other Proposed Acquisition Resolutions are passed by the requisite majority of

Shareholders' votes at the Meeting and all of the Consideration Shares and Consideration Performance Rights are issued, and no other Equity Securities are issued or exercised (including any existing Options held by the Related Vendors as at the date of this Notice), the interest of each of the Related Vendors in the Company would (based on the Share capital as at the date of this Notice, expanded by 175,000,000 Consideration Shares) be as follows:

Related Vendor	Existing Shares	Consideration Shares	Total Shares	Voting Power
Anthony Hall	8,704,155	13,541,667	22,245,822	3.74%
Aaron Bertolatti	3,218,056	8,333,333	11,551,389	1.94%

The Related Vendors' actual interests in the Company at the date the Consideration Shares are issued will depend on the extent that additional Shares are issued by the Company, including pursuant to the Proposed Acquisition and the Placement.

(g) **Dilution**

The issue of the Consideration Shares will have a diluting effect on the percentage interest of existing Shareholders' holdings. The potential dilution if 21,875,000 Consideration Shares are issued to the Related Vendors is 5.21%, being:

- (i) 3.23% in respect of the Consideration Shares to be issued to Anthony Hall; and
- (ii) 1.99% in respect of the Consideration Shares to be issued to Aaron Bertolatti.

This figure assumes the current Share capital structure as at the date of this Notice and that no Shares are issued other than the Consideration Shares to the Related Vendors.

Assuming that all of the Consideration Shares are issued and no other Equity Securities are issued or exercised, the potential dilution of the 21,875,000 Consideration Shares issued to the Related Vendors is 3.68%, being:

- (i) 2.28% in respect of the Consideration Shares to be issued to Anthony Hall; and
- (ii) 1.40% in respect of the Consideration Shares to be issued to Aaron Bertolatti.

The actual dilution will depend on the extent that additional Shares are issued by the Company, including pursuant to the Proposed Acquisition and the Placement.

(h) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest:	\$0.018 per Share on 20 September 2024
Lowest:	\$0.008 per Share on 24, 25 and 26 June, 16 and 18 July and 21 August 2024

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.011 per Share on 11 April 2025.

(i) **Taxation consequences**

There are no known taxation consequences for the Company arising from the issue of the Consideration Shares (including fringe benefits tax).

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 9(a) and (b).

12.8 **Additional information**

Resolution 9(a) and (b) are separate ordinary resolutions.

13. Resolution 10 – Approval to issue Consideration Performance Rights to Related Vendors

13.1 **General**

The background to the Proposed Acquisition and the proposed issue of the Consideration Performance Rights is in Section 3.1.

Resolution 10(a) and (b) seek Shareholder approval pursuant to Listing Rule 10.11 and sections 195 and 208 of the Corporations Act, to issue up to 43,750,000 Consideration Performance Rights to the Related Vendors (or their respective nominees) in the proportions set out in Section 3.1.

13.2 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 9.2 above.

Each of the Related Vendors are a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Consideration Performance Rights to the Related Vendors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

13.3 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 10(a) and (b) are passed, the Company will be able to proceed with the issue of the Consideration Performance Rights to the Related Vendors (or their respective nominees).

If Resolution 10(a) and (b) are not passed, the Company will be unable to proceed with the issue of the Consideration Performance Rights to the Related Vendors (or their respective nominees) and will be unable to complete the Proposed Acquisition, or may need to

renegotiate the terms of the Proposed Acquisition. Such terms may be less favourable to the Company.

Resolution 10(a) and (b) are Proposed Acquisition Resolutions. If any of the Proposed Acquisition Resolutions are not passed, the Company will be unable to proceed with the Proposed Acquisition and Shareholders will not be asked to vote on the balance of the Proposed Acquisition Resolutions.

13.4 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Consideration Performance Rights to the Related Vendors (or their respective nominees):

- (a) Each of the Related Vendors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Consideration Performance Rights are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (b) A maximum of 43,750,000 Consideration Performance Rights will be issued to the Related Vendors (or their respective nominees) in the proportions set out in Section 3.1.
- (c) These Consideration Performance Rights comprise:
 - (i) 21,875,000 Class A Performance Rights which will be issued on the terms and conditions set out in Schedule 2; and
 - (ii) 21,875,000 Class B Performance Rights which will be issued on the terms and conditions set out in Schedule 2.
- (d) These Consideration Performance Rights will be issued no later than one month after the date of the Meeting.
- (e) These Consideration Performance Rights will be issued for nil cash consideration as part consideration for the acquisition of 80% of the issued capital of ICPL in the control of the Related Vendors pursuant to the Share Sale Agreement. Accordingly, no funds will be raised from the issue of these Consideration Performance Rights.
- (f) The issue of these Consideration Performance Rights is not intended to remunerate or incentivise the Related Vendors.
- (g) A summary of the material terms of the Share Sale Agreement is set out in Section 3.1 above. The Share Sale Agreement contains additional provisions, including warranties and indemnities, which are considered standard for agreements of this nature.
- (h) A voting exclusion statement is included in the Notice.

13.5 **Section 195 of the Corporations Act**

A summary of Section 195(1) of the Corporations Act is in Section 12.5.

Directors Anthony Hall and Aaron Bertolatti have a personal interest in the outcome of each of their respective Resolutions under Resolution 10(a) and (b) and have exercised their right

under section 195(4) of the Corporations Act to put the proposed issue of the Consideration Performance Rights to Shareholders to resolve.

13.6 **Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is in Section 9.5.

The proposed issue of the Consideration Performance Rights to the Related Vendors constitutes giving a financial benefit to a related party of the Company.

Given the personal interests of two out of the three Directors in the outcome of these Resolutions, the Directors are unable to form a quorum to consider whether the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, the Board is seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act in respect of the issue of the Consideration Performance Rights to the Related Vendors (or their respective nominees).

Notwithstanding that the issue of the Consideration Performance Rights to the Related Vendors is considered by the Board (other than Anthony Hall and Aaron Bertolatti who have material personal interest in the outcome of these Resolutions) to be on arm's length terms, the Board considers that Shareholder approval should be sought pursuant to Chapter 2E of the Corporations Act as two of the three Directors have a personal interest in the Proposed Acquisition

13.7 **Information required under Chapter 2E of the Corporations Act**

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of these Consideration Performance Rights:

(a) **Identity of the related parties to whom Resolution 10(a) and (b) permit financial benefits to be given**

Refer to Section 3.1 above.

(b) **Nature of the financial benefit**

Resolution 10(a) and (b) seek Shareholder approval to allow the Company to issue the Consideration Performance Rights in the amounts specified in Section 3.1 to the Related Vendors (or their respective nominees). Subject to Shareholders approving the Proposed Acquisition Resolutions, the financial benefit will be given within 5 business days of the Meeting.

The Consideration Performance Rights will be issued on the terms and conditions as detailed in Schedule 2.

The Shares issued upon exercise of the Consideration Performance Rights will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Company will apply for official quotation of the Shares on ASX.

(c) **Board recommendations**

Mr Hall and Mr Bertolatti have a material personal interest in the outcome of these Resolutions. Mr Drabsch (being the only Board member who does not have a material personal interest in the outcome of these Resolutions) recommend that Shareholders vote in favour of Resolution 10(a) and (b) for the reason that, subject to the other Proposed Acquisition Resolutions being passed by the requisite majority of Shareholders' votes at the Meeting and satisfaction of any outstanding conditions precedent under the Share Sale Agreement, if Resolution 10(a) and (b) are passed at the Meeting then the Company will acquire an 80% interest in the Iberian Copper Project, which will:

- (i) provide strategic alignment as the exposure to a prospective project with previous copper oxide mining activity complements the Company's existing portfolio; and
- (ii) generate significant additional market interest in the Company, at a time when earlier stage lithium projects are struggling to raise exploration funding.

The management also has a proven track record of identifying and progressing exploration assets in Spain. Further details of the Iberian Copper Project are set out in the Company's ASX announcement dated 5 November 2024 and titled "Megado to Acquire Major European Copper Project".

(d) **Valuation of financial benefit**

Refer to Schedule 5. A summary of the valuation is below:

Related Vendor	Class A Performance Rights	Valuation	Class B Performance Rights	Valuation
Anthony Hall	13,541,667	\$148,958	13,541,667	\$148,958
Aaron Bertolatti	8,333,333	\$91,667	8,333,333	\$91,667
TOTAL	21,875,000	\$240,625	21,875,000	\$240,625

(e) **Remuneration of the Related Vendors**

Refer to Section 12.7(e).

(f) **Existing relevant interest of the Related Vendors**

Refer to Section 12.7(f) for a summary of the Related Vendors' existing relevant interests in Equity Securities of the Company.

Assuming that Resolution 10(a) and (b) are approved by Shareholders, all other Proposed Acquisition Resolutions are passed by the requisite majority of Shareholders' votes at the Meeting and all of the Consideration Shares and Consideration Performance Rights are issued, all of the Consideration Performance Rights are vested and converted to Shares, and no other Equity Securities are issued or exercised (including any existing Options held by the Related Vendors as at the date of this Notice), the interest of each of the Related Vendors in the Company would (based on the Share capital as at the date of this Notice, expanded by 175,000,000 Consideration Shares and 350,000,000 Shares issued on exercise of the Consideration Performance Rights) be as follows:

Related Vendor	Shares	Voting Power
Anthony Hall	49,329,156	5.22%
Aaron Bertolatti	28,218,055	2.99%

The Related Vendors' actual interests in the Company at the date the Shares are issued upon exercise of the Consideration Performance Rights will depend on the extent that additional Shares are issued by the Company, including pursuant to the Placement.

(g) **Dilution**

The issue of the Consideration Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Consideration Performance Rights vest and are converted into Shares. The potential dilution if 43,750,000 Consideration Performance Rights issued to the Related Vendors are exercised into Shares is 10.42%, being:

- (i) 6.45% in respect of the Consideration Performance Rights to be issued to Anthony Hall; and
- (ii) 3.97% in respect of the Consideration Performance Rights to be issued to Aaron Bertolatti.

This figure assumes the current Share capital structure as at the date of this Notice and that no Shares are issued other than those issued upon exercise of the 43,750,000 Consideration Performance Rights held by the Related Vendors.

Assuming that all of the Consideration Shares and Consideration Performance Rights are issued and all of the Consideration Performance Rights are vested and converted to Shares, the potential dilution of the 43,750,000 Consideration Performance Rights issued to the Related Vendors and exercised into Shares is 4.63%, being:

- (i) 2.87% in respect of the Consideration Performance Rights to be issued to Anthony Hall; and
- (ii) 1.76% in respect of the Consideration Performance Rights to be issued to Aaron Bertolatti.

The actual dilution will depend on the extent that additional Shares are issued by the Company, including pursuant to the Placement.

(h) **Trading history**

Refer to Section 12.7(h) above.

(i) **Taxation consequences**

There are no known taxation consequences for the Company arising from the issue of the Consideration Performance Rights (including fringe benefits tax).

(j) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 10(a) and (b).

13.8 **Additional information**

Resolution 10(a) and (b) are separate ordinary resolutions.

14. Resolution 11 – Approval to issue Management and Consultant Options

14.1 **General**

The Company is proposing to issue 20,000,000 Options (**Management and Consultant Options**) to in-country management and non-related consultants of the Company.

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 20,000,000 Management and Consultant Options.

14.2 **Listing Rules 7.1**

A summary of Listing Rule 7.1 is set out in Section 8.2 above.

The proposed issue of the Management and Consultant Options does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Management and Consultant Options.

The effect of Shareholders passing Resolution 11 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

14.3 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 11 is passed, the Company will be able to proceed with the issue of the Management and Consultant Options.

If Resolution 11 is not passed, the Company will be unable to proceed with the issue of the Management and Consultant Options and may need to remunerate the proposed recipients by other means, which may include payment of cash.

14.4 **Specific 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 the proposed issue of the Management and Consultant Options:

- (a) The Management and Consultant Options will be issued to various in-country management and non-related consultants of the Company (or their respective nominees), none of whom is a related party or a Material Investor.
- (b) A maximum of 20,000,000 Management and Consultant Options will be issued.

- (c) The Management and Consultant Options will be exercisable at \$0.03 and expire on the date that is 5 years from the date of issue. The Management and Consultant Options are otherwise subject to the terms and conditions in Schedule 3.
- (d) The Management and Consultant Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Management and Consultant Options will be issued for nil cash consideration as they are being issued to incentivise and remunerate certain in-country management and non-related consultants of the Company for services provided.
- (f) There are no other material terms to the proposed issue of the Management and Consultant Options.
- (g) A voting exclusion statement is included in the Notice.

14.5 Additional information

Resolution 11 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

15. Resolution 12 – Approval to issue Director Options

15.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 18,000,000 Options (**Director Options**) to the Directors (or their respective nominees) as follows:

Director	Number of Director Options	Vesting Condition	Vesting Date
Anthony Hall	10,000,000	Completion of the Proposed Acquisition, on or prior to the Vesting Date.	5.00PM (AWST) on the date that is 5 years from the date of issue of the Director Options.
Aaron Bertolatti	6,000,000		
Bradley Drabsch	2,000,000		

The Director Options will be issued subject to the Vesting Condition and otherwise on the terms and conditions outlined in Schedule 4, being exercisable at \$0.03 each on or before the date that is 5 years from the date of issue.

The proposed issue of the Director Options aims to align the efforts of the Directors in seeking to achieve growth of the Company's projects and in the creation of Shareholder value.

The Director Options will be issued for nil cash consideration. The Board believes that the issue of these Director Options will further align the interests of the Directors with those of the Company and its Shareholders. In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolution 12(a) to (c) (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11, and sections 195 and 208 of the Corporations Act for the issue of up to 18,000,000 Director Options to the Directors (or their respective nominees).

15.2 **Listing Rule 10.11**

A summary of Listing Rule 10.11 is set out in Section 9.2 above.

Each of the Directors are a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Options to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

15.3 **Technical information required by ASX Listing Rule 14.1A**

If Resolution 12(a) to (c) (inclusive) are passed, the Company will be able to proceed with the issue of the Director Options to the Directors (or their respective nominees).

If Resolution 12(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Options to the Directors (or their respective nominees), and the Company may need to consider other forms of performance-based remuneration, which may include incentives in the form of cash bonuses.

15.4 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Options:

- (a) Each of the Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Options are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (b) A maximum of 18,000,000 Director Options will be issued to the Directors (or their respective nominees) in the proportions set out in Section 15.1.
- (c) The Director Options will be exercisable at \$0.03 and expire on the date that is 5 years from the date of issue. The Director Options are otherwise subject to the terms and conditions in Schedule 4.
- (d) The Director Options will be issued no later than one month after the date of the Meeting.
- (e) The Director Options will be issued for nil cash consideration and as an incentive component to the remuneration package of each of the Directors. Accordingly, no funds will be raised by the issue of the Director Options.

- (f) The current total remuneration package for Bradley Drabsch is \$30,000 (inclusive of superannuation). Refer to Section 12.7(e) for a summary of the current total remuneration of the remaining Directors.
- (g) There are no other material terms to the proposed issue of the Director Options.
- (h) A voting exclusion statement is included in the Notice.

15.5 **Section 195 of the Corporations Act**

A summary of Section 195(1) of the Corporations Act is in Section 12.5.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 12(a) to (c) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the proposed issue of the Director Options to Shareholders to resolve.

15.6 **Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is in Section 9.5.

The proposed issue of the Director Options constitutes giving a financial benefit to a related party of the Company.

Notwithstanding that the issue of the Director Options is considered by the Board as reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act, the Board has resolved to seek Shareholder approval pursuant to Chapter 2E of the Corporations Act in respect of the issue of the Director Options to avoid any conflict of interest given the personal interests of the Company's Directors in the outcome of these Resolutions.

15.7 **Information required under Chapter 2E of the Corporations Act**

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Director Options:

- (a) **Identity of the related parties to whom Resolution 12(a) to (c) (inclusive) permit financial benefits to be given**

Refer to Section 15.1 above.

- (b) **Nature of the financial benefit**

Resolution 12(a) to (c) (inclusive) seek Shareholder approval to allow the Company to issue the Director Options in the amounts specified in Section 15.1 to the Directors (or their respective nominees).

The Director Options are to be issued on the terms and conditions as detailed in Schedule 4.

The Shares to be issued upon exercise of the Director Options will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Board recommendations**

Given the personal interests of all the Directors in the outcome of Resolution 12(a) to (c) (inclusive), the Board declines to make a recommendation to Shareholders in relation to these Resolutions.

(d) **Valuation of financial benefit**

Refer to Schedule 6. A summary of the valuation is below:

Director	Number of Director Options	Valuation
Anthony Hall	10,000,000	\$100,800
Aaron Bertolatti	6,000,000	\$60,480
Bradley Drabsch	2,000,000	\$20,160
TOTAL	18,000,000	\$181,440

(e) **Remuneration of the Directors**

Refer to Section 15.4(f).

(f) **Existing relevant interest of the Directors**

At the date of this Notice, Bradley Drabsch holds 1,302,778 Shares (representing a voting power of 0.31%) and 1,200,000 Options. Refer to Section 12.7(f) for a summary of the relevant interests of the remaining Directors.

Assuming that Resolution 12(a) to (c) (inclusive) are approved by Shareholders, all of the Director Options are issued and exercised into Shares, and no other Equity Securities are issued or exercised (including any existing Options held by Directors as at the date of this Notice), the interest of each of the Directors in the Company would (based on the Share capital as at the date of this Notice) be as follows:

Director	Existing Shares	Shares issued on exercise of Director Options	Total Shares	Voting Power
Anthony Hall	8,704,155	10,000,000	18,704,155	4.46%
Aaron Bertolatti	3,218,056	6,000,000	9,218,056	2.20%
Bradley Drabsch	1,302,778	2,000,000	3,302,778	0.79%

The Directors' actual interests in the Company at the date the Director Options are exercised into Shares will depend on the extent that additional Shares are issued by the Company, including pursuant to the Proposed Acquisition and the Placement.

(g) **Dilution**

The issue of the Director Options will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Director Options are exercised. The potential dilution if all Director Options are exercised into Shares is 4.29%, being:

- (i) 2.38% in respect of the Director Options to be issued to Anthony Hall;
- (ii) 1.43% in respect of the Director Options to be issued to Aaron Bertolatti; and
- (iii) 0.48% in respect of the Director Options to be issued to Bradley Drabsch.

This figure assumes the current Share capital structure as at the date of this Notice and that no Shares are issued other than the Shares issued on exercise of the Director Options.

The exercise of all of the Director Options will result in a total dilution of all other Shareholders' holdings of 3.93% on a fully diluted basis (assuming that all other convertible Securities are exercised), being:

- (i) 2.18% in respect of the Director Options to be issued to Anthony Hall;
- (ii) 1.31% in respect of the Director Options to be issued to Aaron Bertolatti; and
- (iii) 0.44% in respect of the Director Options to be issued to Bradley Drabsch.

The actual dilution will depend on the extent that additional Shares are issued by the Company, including pursuant to the Proposed Acquisition and the Placement.

(h) **Trading history**

Refer to Section 12.7(h) above.

(i) **Corporate governance**

Anthony Hall and Aaron Bertolatti are executive Directors of the Company. Therefore, the Board (other than Mr Hall and Mr Bertolatti) believe that the grant of the Director Options to Mr Hall and Mr Bertolatti (or their respective nominees) is in line with Recommendation 8.2 of the 4th Edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**Recommendations**).

The Board acknowledges that the proposed grant of the Director Options to non-executive Director Bradley Drabsch is contrary to the guidelines in Box 8.2 of the Recommendations, which provides that non-executive directors should not receive performance-based remuneration as it may lead to bias in their decision making and compromise their objectivity. However, the Board considers the grant of the Director Options to Mr Drabsch to be reasonable in the circumstances for the reasons provided in Section 15.1 above. The Board also considers that the grant does not affect the independence of the Director as there is no performance-based milestones attaching to the Director Options.

(j) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Options (including fringe benefits tax).

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 12(a) to (c) (inclusive).

15.8 **Additional information**

Resolution 12(a) to (c) (inclusive) are separate ordinary resolutions.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning given in Section 7.1.
10% Placement Period	has the meaning given in Section 7.2(f).
\$	means Australian Dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2024.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Class A Performance Rights	means the 175,000,000 Performance Rights proposed to be issued on the terms and conditions in Schedule 2.
Class B Performance Rights	means the 175,000,000 Performance Rights proposed to be issued on the terms and conditions in Schedule 2.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Megado Minerals Limited (ACN 632 150 817).
Constitution	means the Constitution of the Company.
Completion	means completion of the Proposed Acquisition.
Consideration Performance Rights	means the 350,000,000 Performance Rights proposed to be issued pursuant to Resolution 8 and Resolution 10(a) and (b).
Consideration Securities	means the Consideration Shares and the Consideration Performance Rights.
Consideration Shares	means the 175,000,000 Shares proposed to be issued pursuant to Resolution 7 and Resolution 9(a) and (b).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Director	means a director of the Company.

Director Options	means the 18,000,000 Options proposed to be issued pursuant to Resolution 12(a) to (c) (inclusive).
Director Placement Shares	means the 12,000,000 Shares proposed to be issued pursuant to Resolution 6.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Eligible Shareholders	means a person registered as holding a Share at 5:00pm AWST on the record date of 11 November 2024 and whose registered address is in Australia, or subject to certain conditions, New Zealand or Spain.
Equity Security	has the meaning given in the Listing Rules.
Entitlement Offer	has the meaning given in Section 3.2(b).
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Iberian Copper Project	means 12 mineral exploration permits (in application) covering an area of 956km ² located in the Aragón and Navarra provinces of Spain.
ICPL	means Iberian Copper Pty Ltd (ACN 679 165 925).
Independent Expert	means BDO Corporate Finance Australia Pty Ltd (ACN 70 050 038).
Independent Expert's Report	means the report prepared by the Independent Expert and set out in Annexure A.
JORC Code	means the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Management and Consultant Options	means the 20,000,000 Options proposed to be issued pursuant to Resolution 11.
Material Investor	means in relation to the Company: <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder;

- (d) an advisor; or
- (e) an associate of the above,

who received Shares which constituted more than 1% of the Company's issued capital at the time of issue.

Meeting	has the meaning given in the introductory paragraph of the Notice.
Mineral Resource Estimate	means a Mineral Resource estimate that has been prepared in accordance with or otherwise would qualify as a Mineral Resource estimate under the JORC Code.
Minimum Issue Price	has the meaning given in Section 7.2(e).
New Shares	has the meaning given in Section 3.2(b).
North Fork Rare Earth Project	means the project located 40 km north-west of Salmon in the Salmon-Challis National Forest, Lemhi County, Idaho, and includes 526 unpatented mining lode claims covering approximately 11,120 acres.
Notice	means this notice of annual general meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price (or \$nil) and at a specified time in the future.
Performance Right	means a performance right, giving the holder the right, but not an obligation, to acquire a Share at a specified time in the future, subject to the satisfaction (or where permitted, waiver) of certain conditions.
Placement	has the meaning given in Section 3.2(a).
Placement Shares	has the meaning given in Section 3.2.
Proposed Acquisition	has the meaning given in Section 3.1.
Proposed Acquisition Resolutions	means Resolution 7, Resolution 8, Resolution 9(a) and (b) and Resolution 10(a) and (b).
Proxy Form	means the proxy form attached to the Notice.
Related Vendors	means Anthony Hall (via JAWAF Enterprises Pty Ltd, an entity controlled by Mr Hall) and Aaron Bertolatti.
Relevant Period	has the same meaning as in Listing Rule 7.1.
Remuneration Report	means the remuneration report of the Company contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of this Notice.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).

Share	means a fully paid ordinary share in the capital of the Company.
Share Sale Agreement	has the meaning given in Section 3.1.
Shareholder	means the holder of a Share.
Strike	has the meaning given in Section 4.1.
Trading Day	has the same meaning as in the Listing Rules.
Tranche 1 Placement Participants	has the meaning given in Section 8.4.
Tranche 1 Placement Shares	has the meaning given in Section 3.2.
Unrelated Vendors	means the Vendors, except for the Related Vendors.
Variable A	has the meaning given in Section 7.3(d).
Vendors	has the meaning given in Section 3.1.
VWAP	means volume weighted average price.

Schedule 2 Terms and conditions of the Consideration Performance Rights

The terms and conditions of the Consideration Performance Rights (referred to in this Schedule as **Performance Rights** unless otherwise stated) are set out below:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one Share.
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition):**

	Quantum	Vesting Condition
Class A Performance Rights	175,000,000	Subject to the terms and conditions set out below, the Class A Performance Rights will vest upon the Iberian Copper Project recording a JORC Code compliant Mineral Resource Estimate of at least: <ol style="list-style-type: none"> (a) 10,000,000 tonnes of 1% copper equivalent; or (b) 5,000,000 tonnes of 1.5% copper equivalent; or (c) 3,000,000 tonnes of 3% copper equivalent.
Class B Performance Rights	175,000,000	Subject to the terms and conditions set out below, the Class B Performance Rights will vest upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate with at least 200,000 tonnes of contained copper equivalent.

For the purposes of the Vesting Conditions above, the following definitions apply:

JORC Code means the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition), or any update to that edition.

Mineral Resource Estimate means a mineral resource estimate of at least the inferred category, prepared in accordance with the JORC Code.

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AWST) on the date which is 5 years after the date of Completion (as defined in the Share Sale Agreement).
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.

7. **(Issue of Shares):** Within 5 business days after the valid exercise of a vested Performance Right, the Company will:
- (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.

17. **(Change of control):** On the occurrence of a Change of Control Event, all unvested Performance Rights will immediately vest. For the purposes of this paragraph, **Change of Control Event** means:
- (a) **takeover bid:** the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50% of the Shares and that takeover bid has become unconditional;
 - (b) **scheme of arrangement:** the announcement by the Company that the Company's shareholders (**Shareholders**) have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all the Company's securities are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement; or
 - (c) **control:** where a person becomes the legal or the beneficial owner of, or has a relevant interest (as defined in the Corporations Act) in, more than 50% of Shares,
- where the change of control is triggered by a person who does not control the Company at the time the Performance Rights are issued. For the avoidance of doubt, a Change of Control Event does not include any internal reorganisation of the structure, business and/or assets of the Company and its related entities.
18. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
19. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
20. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:
- (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
21. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
22. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
23. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Schedule 3 Terms and conditions of Management and Consultant Options

The terms and conditions of the Management and Consultant Options (referred to in this Schedule as **Options**) are as follows:

- (a) **(Entitlement)** Each Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The Options will expire at 5:00pm (AWST) on the date that is 5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price)** The amount payable upon exercise of each Option is \$0.03 per Option (**Exercise Price**).
- (d) **(Exercise)** A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (e) **(Exercise Notice)** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise)** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will:
 - (i) allot and 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, and subject to paragraph (g), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; 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.
- (g) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph (f)(ii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
- (h) **(Transferability)** The Options are transferable with the prior written consent of the Company (which may be withheld at the Company's sole discretion).
- (i) **(Ranking of Shares)** All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank equally in all respects with other Shares.

- (j) **(Quotation)** The Company will not apply for quotation of the Options on any securities exchange.
- (k) **(Adjustments for reorganisation)** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
- (l) **(Dividend rights)** An Option does not entitle the holder to any dividends.
- (m) **(Voting rights)** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
- (n) **(Entitlements and bonus issues)** Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (o) **(Adjustment for bonus issues of Shares)** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (p) **(Return of capital rights)** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) **(Rights on winding up)** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (r) **(Takeovers prohibition)**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (s) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Schedule 4 Terms and conditions of Director Options

The terms and conditions of the Director Options (referred to in this Schedule as **Options**) are as follows:

- (a) **(Entitlement)** Each Option gives the holder the right to subscribe for one Share.
- (b) **(Vesting)** Subject to the satisfaction of the Vesting Condition on or before the Vesting Date, the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.

Vesting Condition	Vesting Date
Completion of the Proposed Acquisition, on or prior to the Vesting Date.	5.00PM (AWST) on the date that is 5 years from the date of issue of the Director Options.

- (c) **(Expiry Date)**: The Options will expire at 5:00pm (AWST) on the date that is 5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Price)** The amount payable upon exercise of each Option is \$0.03 per Option (**Exercise Price**).
- (e) **(Exercise)** At any time between receipt of a Vesting Notice and the Expiry Date, the holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (f) **(Exercise Notice)** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.
- (g) **(Timing of issue of Shares on exercise)** Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will:
 - (i) allot and 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, and subject to paragraph (g), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; 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.
- (h) **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph (f)(ii), or such a notice for any reason is not effective to ensure that an

offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.

- (i) **(Transferability)** The Options are transferable with the prior written consent of the Company (which may be withheld at the Company's sole discretion).
- (j) **(Ranking of Shares)** All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank equally in all respects with other Shares.
- (k) **(Quotation)** The Company will not apply for quotation of the Options on any securities exchange.
- (l) **(Adjustments for reorganisation)** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
- (m) **(Dividend rights)** An Option does not entitle the holder to any dividends.
- (n) **(Voting rights)** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
- (o) **(Entitlements and bonus issues)** Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (p) **(Adjustment for bonus issues of Shares)** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (q) **(Return of capital rights)** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (r) **(Rights on winding up)** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (s) **(Takeovers prohibition)**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (t) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Schedule 5 Valuation of Consideration Performance Rights

The Consideration Performance Rights to be issued to the Related Vendors and Unrelated Vendors (or their respective nominees) pursuant to Resolution 8 and Resolution 10(a) and (b) have been valued by internal management using the Black & Scholes valuation model. The assumptions and value ascribed are set out below:

Assumptions	Class A ¹	Class B ²
Valuation date	14 April 2025	14 April 2025
Assumed market price of Shares at grant date	\$0.011	\$0.011
Exercise price	nil	nil
Expiry date	5 years after the date of Completion	5 years after the date of Completion
Risk free interest rate	3.50%	3.50%
Volatility (discount)	100%	100%
Indicative value per Consideration Performance Right	\$0.011	\$0.011
Number	175,000,000	175,000,000
Total fair value (\$)	1,925,000	1,925,000

Notes:

¹ The Class A Performance Rights will vest upon the Iberian Copper Project recording a JORC Code compliant Mineral Resource Estimate of at least:

- (a) 10,000,000 tonnes of 1% copper equivalent; or
- (b) 5,000,000 tonnes of 1.5% copper equivalent; or
- (c) 3,000,000 tonnes of 3% copper equivalent.

² The Class B Performance Rights will vest upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate with at least 200,000 tonnes of contained copper equivalent.

³ The values of the Consideration Performance Rights are not discounted for the non-market vesting conditions, i.e., the non-market vesting conditions are not considered in calculating the fair value.

⁴ For each tranche of Consideration Performance Rights, if it is considered unlikely the non-market vesting condition will be met (<50% probability) nil value should be recognised for those Consideration Performance Rights in the Company's accounts. If it is considered more likely than not that the non-market vesting condition will be met (>50% probability) then the Company should recognise an amount based on the full undiscounted value for that tranche of Consideration Performance Rights.

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

Schedule 6 Valuation of Director Options

The Director Options to be issued to the Directors (or their respective nominees) pursuant to Resolution 12(a) to (c) (inclusive) have been valued by internal management using the Black & Scholes option model. The assumptions and value ascribed are set out below:

Assumptions:	
Valuation date	14 April 2025
Assumed market price of Shares at grant date	\$0.015
Exercise price	\$0.030
Expiry date	5 years from the date of issue
Risk free interest rate	3.50%
Volatility (discount)	100%
Indicative value per Director Option	\$0.01008
Total Value of Director Options	\$181,512
- 10,000,000 Director Options (Anthony Hall)	\$100,840
- 6,000,000 Director Options (Aaron Bertolatti)	\$60,504
- 2,000,000 Director Options (Bradley Drabsch)	\$20,168

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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Tuesday, 27 May 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 184835

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Megado Minerals Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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 Megado Minerals Ltd to be held at Level 3, 480 Collins Street, Melbourne, VIC 3000 on Thursday, 29 May 2025 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 9a, 9b, 10a, 10b, 12a, 12b and 12c (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 9a, 9b, 10a, 10b, 12a, 12b and 12c are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 9a, 9b, 10a, 10b, 12a, 12b and 12c by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12c 9a	Approval to issue Director Options to Aaron Bertolatti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Anthony Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		Options to Anthony Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director – Aaron Bertolatti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9b	Approval to issue Consideration Shares to Aaron Bertolatti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10a	Approval to issue Consideration Performance Rights to Anthony Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10b	Approval to issue Consideration Performance Rights to Aaron Bertolatti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval to issue Director Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval to issue Management and Consultant Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval to issue Consideration Shares to Unrelated Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12a	Approval to issue Director Options to Anthony Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval to issue Consideration Performance Rights to Unrelated Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12b	Approval to issue Director Options to Aaron Bertolatti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Annexure A Independent Expert's Report

Megado Minerals Limited

Independent Expert's Report

Opinion: Not fair but reasonable

11 April 2025



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5 Spring Street
Perth, WA 6000
PO Box 700 West Perth WA 6872
Australia

FINANCIAL SERVICES GUIDE

Dated: 11 April 2025

This Financial Services Guide (FSG) helps you decide whether to use any of the financial services offered by BDO Corporate Finance Australia Pty Ltd (BDO Corporate Finance, we, us, our).

The FSG includes information about:

- Who we are and how we can be contacted
- The services we are authorised to provide under our Australian Financial Services Licence, Licence No: 247420
- Remuneration that we and/or our staff and any associates receive in connection with the financial services
- Any relevant associations or relationships we have
- Our complaints handling procedures and how you may access them.

FINANCIAL SERVICES WE ARE LICENSED TO PROVIDE

We hold an Australian Financial Services Licence which authorises us to provide financial product advice to retail and wholesale clients about securities and certain derivatives (limited to old law securities, options contracts, and warrants). We can also arrange for customers to deal in securities, in some circumstances. Whilst we are authorised to provide personal and general advice to retail and wholesale clients, we only provide *general* advice to retail clients. Any general advice we provide is provided on our own behalf, as a financial services licensee.

GENERAL FINANCIAL PRODUCT ADVICE

Our general advice is typically included in written reports. In those reports, we provide general financial product advice that is prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of the general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

FEES, COMMISSIONS AND OTHER BENEFITS THAT WE MAY RECEIVE

We charge fees for providing reports. These fees are negotiated and agreed to with the person who engages us to provide the report. Fees will be agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. In this instance, the Company has agreed to pay us \$32,000 for preparing the Report.

BDO Audit Pty Ltd is the appointed Auditor of Megado Minerals Limited. We do not consider that this impacts on our independence in accordance with the requirements of Regulatory Guide 112 'Independence of Experts'. We are not aware of any circumstances that, in our view, would constitute a conflict of interest or would impair our ability to provide objective assistance in this matter.

Except for the fees referred to above, neither BDO Corporate Finance, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of general advice.

All our employees receive a salary. Our employees are eligible for bonuses based on overall company performance but not

directly in connection with any engagement for the provision of a report.

REFERRALS

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

ASSOCIATIONS AND RELATIONSHIPS

BDO Corporate Finance is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The general financial product advice in our report is provided by BDO Corporate Finance and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting, and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

COMPLAINTS RESOLUTION

We are committed to meeting your needs and maintaining a high level of client satisfaction. If you are unsatisfied with a service we have provided you, we have avenues available to you for the investigation and resolution of any complaint you may have.

To make a formal complaint, please use the Complaints Form. For more on this, including the Complaints Form and contact details, see the [BDO Complaints Policy](#) available on our website.

BDO Corporate Finance is a member of AFCA (Member Number 11843). Where you are unsatisfied with the resolution reached through our Internal Dispute Resolution process, you may escalate this complaint to the Australian Financial Complaints Authority (AFCA) using the below contact details:

Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001
Email: info@afca.org.au
Phone: 1800 931 678
Fax: (03) 9613 6399
Interpreter service: 131 450
Website: <http://www.afca.org.au>

COMPENSATION ARRANGEMENTS

BDO Corporate Finance and its related entities hold Professional Indemnity insurance for the purpose of compensating retail clients for loss or damage suffered because of breaches of relevant obligations by BDO Corporate Finance or its representatives under Chapter 7 of the Corporations Act 2001. These arrangements and the level of cover held by BDO Corporate Finance satisfy the requirements of section 912B of the Corporations Act 2001.

CONTACT DETAILS

You may provide us with instructions using the details set out at the top of this FSG or by emailing - cf.ecp@bdo.com.au

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Appendix 1 - Glossary and copyright notice

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Appendix 4 - Independent Valuation Report prepared by Valuation and Resource Management

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11 April 2025

The Directors
Megado Minerals Limited
Level 12
197 St Georges Terrace
Perth WA 6000

Dear Directors,

INDEPENDENT EXPERT'S REPORT

1. Introduction

On 5 November 2024, Megado Minerals Limited ('Megado' or 'the Company') announced that it had entered into a binding agreement ('Share Sale Agreement') with Iberian Copper Pty Ltd ('ICPL') to acquire 80% of the issued capital of ICPL ('Proposed Transaction') from the current shareholders of ICPL ('Vendors'). ICPL, via its wholly owned subsidiary Iberian Copper SL ('ICSL') holds 100% of the rights and title to exploration permits that comprise the Iberian Copper Project ('Iberian Copper Project').

Under the terms of the Share Sale Agreement, the consideration for the Proposed Transaction consists of the following:

- 175 million shares in Megado ('Consideration Shares');
- 175 million performance rights that vest and convert to shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate of at least either 10 million tonnes of 1% copper equivalent, five million tonnes of 1.5% copper equivalent or three million tonnes of 3% copper equivalent ('Class A Performance Rights'); and
- 175 million performance rights that will vest and convert to shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate with at least 200,000 tonnes of contained copper equivalent ('Class B Performance Rights')

The Class A Performance Rights and Class B Performance Rights are collectively referred to as 'the Consideration Rights'.

Collectively, the Consideration Shares and Consideration Rights are referred to as 'the Consideration'.

Megado directors Mr Anthony Hall and Mr Aaron Bertolatti are non-controlling shareholders of ICPL, holding 7.7% and 4.8% of the shares on issue in ICPL ('Related Vendors') respectively. Under the terms of the Share Sale Agreement, the Related Vendors will receive Consideration in proportion to their respective holdings in ICPL.

The Company is obtaining the Shareholders approval from shareholders of Megado not associated with the Related Vendors ('Shareholders') under Chapter 2E of the Corporations Act 2001 ('Chapter 2E') ('Corporations Act' or 'the Act').

Further details of the Proposed Transaction are outling in Section 4 of our report.

All figures are quoted in Australian Dollars ('\$' or 'AUD') unless otherwise stated.

2. Summary and opinion

2.1 Requirement for the report

The independent directors of Megado have requested that BDO Corporate Finance Australia Pty Ltd ('BDO') prepare an independent expert's report ('our Report') to express an opinion as to whether the Proposed Transaction is fair and reasonable to Shareholders.

Our Report is prepared pursuant to Chapter 2E of the Corporations Act and is to be included in the Company's Notice of Meeting to assist Shareholders in their decision whether to approve the Proposed Transaction.

2.2 Approach

Our Report has been prepared having regard to Australian Securities and Investments Commission ('ASIC') Regulatory Guide 74 'Acquisitions approved by members' ('RG 74'), Regulatory Guide 76 'Related party transactions' ('RG 76'), Regulatory Guide 111 'Content of expert reports' ('RG 111') and Regulatory Guide 112 'Independence of experts' ('RG 112').

In arriving at our opinion, we have assessed the terms of the Proposed Transaction as outlined in the body of this Report. We have considered:

- How the value of 80% of the issued capital of ICPL compares to the value of the Consideration to be paid by Megado.
- The alternatives available to Megado.
- Other factors we consider relevant to Shareholders in their assessment of whether to approve the Proposed Transaction.
- The position of Shareholders should the Proposed Transaction not proceed.

2.3 Opinion

We have considered the terms of the Proposed Transaction as outlined in the body of this Report and have concluded that, in the absence of an alternative offer, the Proposed Transaction is not fair but reasonable to Shareholders.

2.4 Fairness

In undertaking our assessment of fairness, we are required to compare the value of the assets being acquired to the consideration being paid, pursuant to RG111.57. As part of this assessment, we have considered two scenarios, one scenario being just the value of the Consideration Shares ('Scenario 1') as the consideration paid, and the other scenario being the value of the Consideration Shares and Consideration Rights ('Scenario 2'), as the consideration to be paid.

We have considered the terms of the Consideration Rights and have determined that we have insufficient reasonable grounds, in accordance with RG170, to quantify any uplift in value to Megado on completion of each of the performance milestones. We note that while the respective performance milestones may result in value accretion, we are unable to quantify the extent of the value uplift (if any), nor the timing of achieving it (should it be achieved). Given that there are currently insufficient reasonable grounds on which to assess the quantum of any value uplift associated with achieving the performance milestones, we are unable to assess the future value of ICPL at the point that, all or some, of the consideration rights vest. As such, under Scenario 2 we have assumed the notional vesting of the Consideration Rights and

conversion into Megado ordinary shares following the Proposed Transaction, but have been unable to quantify any uplift from the respective performance milestones being met.

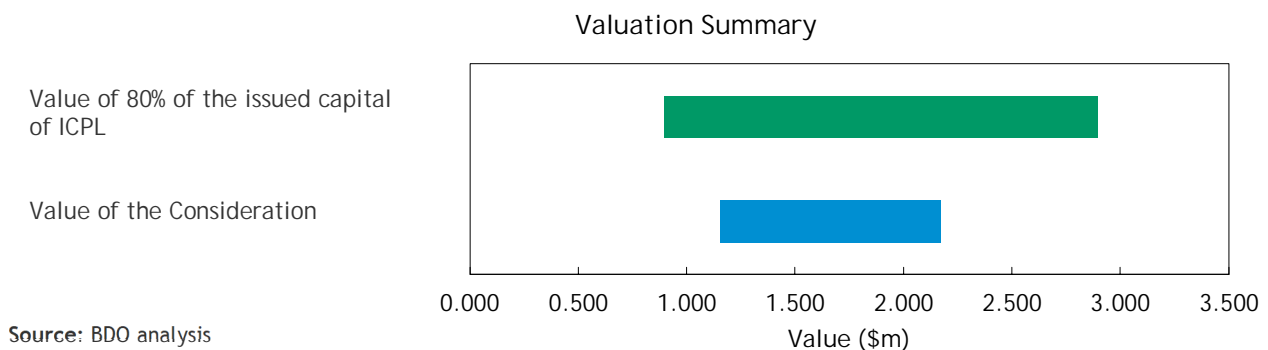
As set out in Section 12, we considered the value of 80% of the issued capital of ICPL compared to the value of the Consideration under Scenario 1 and Scenario 2, as detailed below.

Scenario 1

Fairness assessment of the Proposed Transaction	Ref	Low \$	Preferred \$	High \$
Valuation of 80% of the issued capital in ICPL	10.1	894,111	1,894,111	2,894,111
Value of the Consideration Shares	11.1	1,155,000	1,662,500	2,170,000

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

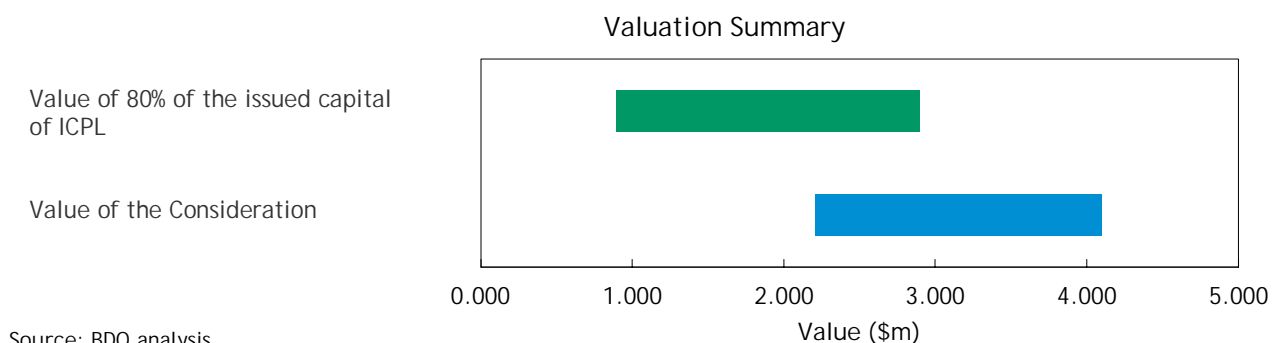
Scenario 2

The value of 80% of the issued capital of ICPL and the Consideration is compared below:

Fairness assessment of the Proposed Transaction	Ref	Low \$	Preferred \$	High \$
Valuation of 80% of the issued capital in ICPL	10.1	894,111	1,894,111	2,894,111
Value of the Consideration	11.1	2,205,000	3,150,000	4,095,000

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

Conclusion

As shareholders are approving the consideration in its entirety, we are required to consider Scenario 2 as our primary fairness assessment, notwithstanding that the Scenario 1 represents the consideration payable upfront. We have concluded that the transaction is not fair as our low, preferred and high values of the Consideration under Scenario 2 are greater than the value of the 80% interest in ICPL being acquired under each of our respective low preferred and high values. We note that whilst there is an overlap of the ranges a comparison must be made to the relative point in the corresponding range given the assets acquired form part of the value of the consideration.

2.5 Reasonableness

We have considered the analysis in Section 13 of this Report, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction.
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not the Proposed Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we consider that the Proposed Transaction is reasonable for Shareholders.

The respective advantages and disadvantages considered are summarised below:

ADVANTAGES AND DISADVANTAGES			
Section	Advantages	Section	Disadvantages
13.2.1	The Proposed Transaction is value accretive under Scenario 1	13.3.1	Dilution of Shareholders' interest in the Cyclone Project, K-Lithium Project and Ethiopian Projects
13.2.2	No cash element meaning that cash is retained by the Company	13.3.2	Exposure to new geographic region may result in additional costs
13.2.3	Diversification of commodity exposure		
13.2.4	The structure of the Consideration partially protects Shareholders		

Other key matters we have considered include:

Section	Description
13.1	Alternative proposal

3. Scope of the Report

3.1 Purpose of the Report

Chapter 2E of the Corporations Act requires a public company to obtain shareholder approval when giving a financial benefit to any party defined as a related party. What constitutes a financial benefit and who falls under the definition of a related party is set out under Chapter 2E.2. Exceptions apply to this requirement, including the arm's length exception however Megado has determined to seek shareholder approval under Chapter 2E.

If shareholder approval is sought, the company must lodge with the ASIC the material that will be put to members. RG 76 sets out the information expected to be in the explanatory statements to the resolution being put to shareholders and requires, when necessary, an independent valuation of the financial benefit, particularly if the financial benefit is an issue of securities or involves the sale or purchase of an asset.

Megado and ICPL are related parties due to the fact that Mr Anthony Hall and Mr Aaron Bertolatti are directors of Megado and non-controlling shareholders of ICPL.

Accordingly, an independent experts' report is required for the Proposed Transaction. Under RG 111 the report should provide an opinion by the expert stating whether or not the terms and conditions in relation thereto are fair and reasonable to non-associated shareholders of Megado.

3.2 Regulatory guidance

Neither the Listing Rules nor the Corporations Act defines the meaning of 'fair and reasonable'. In determining whether the Proposed Transaction is fair and reasonable, we have had regard to the views expressed by ASIC in RG 111 which provides guidance as to what matters an independent expert should consider to assist security holders to make informed decisions about transactions.

This regulatory guide suggests that, where an expert assesses whether a related party transaction is 'fair and reasonable' for the purposes of Chapter 2E this should not be applied as a composite test—that is, there should be a separate assessment of whether the transaction is 'fair' and 'reasonable', as in a control transaction. An expert should not assess whether the transaction is 'fair and reasonable' based simply on a consideration of the advantages and disadvantages of the proposal.

We do not consider the Proposed Transaction to be a control transaction. As such, we have used RG 111 as a guide for our analysis but have considered the Proposed Transaction as if it were not a control transaction.

3.3 Adopted basis of evaluation

RG 111 states that a transaction is fair if the value of the offer price or consideration is equal to or greater than the value of the securities subject of the offer. In the case of the Proposed Transaction, 80% of the issued capital of ICPL is the subject of the transaction. This comparison should be made assuming a knowledgeable and willing, but not anxious, buyer and a knowledgeable and willing, but not anxious, seller acting at arm's length. RG 111 states that when considering the value of the securities subject of the offer in a control transaction the expert should consider this value inclusive of a control premium. However, as stated in Section 3.2 we do not consider that the Proposed Transaction is a control transaction. As such, we have not included a premium for control when considering the value of the Consideration.

RG 111 states that a comparison should be made between the value of the securities being offered (allowing for a minority discount) and the value of the target entity's securities, assuming 100% of the securities are available for sale.

Further to this, RG 111 states that a transaction is reasonable if it is fair. It might also be reasonable if despite being 'not fair' the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any alternate options.

Having regard to the above, BDO has completed this comparison in two parts:

- A comparison between the value of 80% of the issued capital of ICPL and the value of the Consideration to be paid by Megado (fairness - see Section 12 'Is the Proposed Transaction Fair?').
- An investigation into other significant factors to which Shareholders might give consideration, prior to approving the resolution, after reference to the value derived above (reasonableness - see Section 13 'Is the Proposed Transaction Reasonable?').

This assignment is a Valuation Engagement as defined by Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services' ('APES 225').

A Valuation Engagement is defined by APES 225 as follows:

'an Engagement or Assignment to perform a Valuation and provide a Valuation Report where the Member is free to employ the Valuation Approaches, Valuation Methods, and Valuation Procedures that a reasonable and informed third party would perform taking into consideration all the specific facts and circumstances of the Engagement or Assignment available to the Member at that time.'

This Valuation Engagement has been undertaken in accordance with the requirements set out in APES 225.

4. Outline of the Proposed Transaction

On 5 November 2024, Megado announced it had entered into a Share Sale Agreement with ICPL, pursuant to which it is proposed that Megado will acquire 80% of the issued capital of ICPL. The Consideration payable by Megado to the Vendors is:

- 175 million Consideration Shares in Megado;
- 175 million performance rights that vest and convert to shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate of at least either 10 million tonnes of 1% copper equivalent, five million tonnes of 1.5% copper equivalent or three million tonnes of 3% copper equivalent; and
- 175 million performance rights that will vest and convert to shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate with at least 200,000 tonnes of contained copper equivalent.

The Class A Performance Rights and Class B Performance Rights hold an expiry that is five years from the date of completion ('Completion'), being the satisfaction or waiver the following conditions precedent:

- the Company obtaining all necessary regulatory approvals pursuant to the Listing Rules, the Corporations Act and any other applicable laws to lawfully complete the transactions set out in the Share Sale Agreement; and
- The Company obtaining all necessary Shareholder approvals.

In addition, Megado will reimburse the Vendors up to \$100,000 for expenses incurred on the Iberian Copper Project.

Following Completion, the Vendors will retain a 20% free carried interest in ICPL until the Megado' Board approves a final investment decision ('FID') to commence construction of a mine. Following which, if the Vendors do not provide funding pro rata to their interest in ICPL and their interest is diluted to 10% or less, upon that occurring, Megado will have the option to acquire the Vendors' interest in exchange for granting a 2.0% net smelter return royalty over the Iberian Copper Project.

We have presented the capital structure after the Proposed Transaction below:

Description	Shareholders	Mr Anthony Hall	Mr Aaron Bertolatti	Other Vendors	Total
Shares on issue prior to the Proposed Transaction	410,662,436	5,802,770	3,218,056	-	419,683,262
% holdings prior to the Proposed Transaction	97.9%	1.4%	0.8%	0.0%	100.0%
Consideration Shares to be issued	-	13,541,667	8,333,333	153,125,000	175,000,000
Number of shares on issue following the Proposed Acquisition	410,662,436	19,344,437	11,551,389	153,125,000	594,683,262
% holdings following the issue of Consideration Shares	69.1%	3.3%	1.9%	25.7%	100.0%

Note: The capital structure table above does not include the issuance of 12 million shares to Directors as the placement is not conditional to the approval of the Proposed Transaction. Additionally, some Other Vendors may be current Megado Shareholders.

The Company is also seeking shareholder approval to issue 12.0 million shares to Mr Anthony Hall at an issue price of \$0.012 per share ('Director Shares'), in addition to the issue of up to 10.0 million options to Mr Anthony Hall, 6.0 million options to Mr Aaron Bertolatti and 2.0 million options to Mr Bradley Drabsch ('Director Options'). In addition, the Company is also seeking shareholder approval to issue up to 20.0 million options to management and consultants ('Management and Consultant Options'). The Director

Options and Management and Consultants Options are exercisable at \$0.030 and hold an expiry that is five years from the date of issue.

The issue of the Director Shares, the Director Options and the Management and Consultant Options are not conditional or connected to the approval of the Proposed Transaction.

5. Profile of Megado

5.1 History

Megado is an ASX-listed mining exploration company with operations in Canada and the United States of America ('USA'). The Company is primarily focused on the exploration of lithium, gold and rare earth minerals through its portfolio of projects, comprising of the K-Lithium Project ('K-Lithium Project') and Cyclone Lithium Project ('Cyclone Project') located in Quebec's James Bay region of Canada and the North Fork Lithium Project ('North Fork Project') in Idaho. USA Megado is currently headquartered in Perth, Western Australia ('WA').

The Company's current Board of Directors comprise:

- Mr Anthony Hall - Executive Chairman
- Mr Bradley Drabsch - Non-Executive Director
- Mr Aaron Bertolatti - Finance Director and Company Secretary

5.2 Cyclone Project

On 17 February 2023, Megado entered into an agreement to acquire the Cyclone Project. The Cyclone project is located in the James Bay region of Quebec, Canada and consists of 304 claims covering approximately 130 square kilometres ('km²') and is adjacent to Sirios Resources Limited Aquilon Gold Project.

On 17 April 2023, the Company announced it had undertaken an analysis of hyperspectral imagery over the Cyclone Project, with 415 potential lithium bearing pegmatites identified. On 15 May 2023, the Company released results of a structural analysis over the Cyclone Project that identified 272 outcrop targets that indicated the presence of pegmatites.

On 9 October 2023, the Company announced the 30% completion of a field exploration project focused on several target areas previously identified by the Company. Due to logistical constraints caused by wildfires in Quebec, 70% of the project remained unexplored.

As of 15 January 2025, the Company expects to complete geological mapping of the North-West of the project area in the second quarter of 2025.

Further information on the Cyclone Project can be found in the independent technical assessment and valuation report prepared by Valuation and Resource Management Pty Ltd ('VRM') ('Technical Specialist Report') in Appendix 4 of our Report.

5.3 K-Lithium Project

On 18 September 2023, Megado entered into a binding term sheet to acquire the K-Lithium Project. The K-Lithium Project is located in the James Bay region of Quebec, Canada and consists of 35 claims covering approximately 16km².

On 9 February 2024, the Company announced the results of field reconnaissance that focused on historical occurrence of lithium bearing pegmatites. A total of 55 samples were collected and 69 observation points were recorded. On 31 October 2024, the Company announced it would focus its activities on the Cyclone Project and would be seeking complementary critical mineral project opportunities in light of difficult market conditions for lithium and rare earth minerals.

Further information on the K-Lithium Project can be found in the Technical Specialist Report in Appendix 4 of our Report.

5.4 North Fork Project

On 14 April 2022, Megado entered into a definitive agreement to acquire the rights, title and interest in the North Fork Project. The North Fork Project is located in Idaho, USA and consists of 499 claims covering approximately 42km².

On 15 June 2022, the Company announced it had commenced exploration at the North Fork Project, focused on broad scale surface sampling, a maiden diamond drilling program at the Silver King Prospect and a first pass geological mapping and rock sampling program. On 15 September 2022, the Company received the results of rock sampling received from sampling at Dutcher Mountain and Silver King Prospect.

On 23 February 2023, the Company announced it had acquired 22 new claims at the North Fork Project, increasing the total claims to 526 encompassing an area of approximately 45km². Subsequently, on 14 March 2023, the Company received assay results from 27 rock samples collected during the initial reconnaissance sampling.

On 11 September 2023, the Company completed an airborne hyperspectral survey over the North Fork Project, focusing on mapping carbonatites and rare earth element mineralisation. Results from the survey showed several new distinct areas of previously unidentified carbonatite outcrops.

On 19 December 2024, the Company entered into an Exploration Agreement with Option to Purchase with a subsidiary of Iluka Resources Limited ('Iluka') for the Company's North Fork Project. The terms of the transaction are detailed in Section 5.6.

5.5 Ethiopian Projects

Megado holds 100% interest in three tenements and 80% interest in two tenements prospective for gold located in Northern Ethiopia ('Ethiopian Projects'). Following the resumption of conflict in Ethiopia in 2021, the directors shifted focus to the North Fork Project. We note that Megado still retains the rights to these tenements, however all exploration expenditure related to the assets was written off during the year ended 31 December 2022. No further exploration activities have been undertaken on these tenements since. For further information on these tenements, please refer to the Technical Specialists Report in Appendix 4 of our Report.

5.6 Recent Corporate Events

Acquisitions and Disposals

On 14 December 2024, the Company entered into an Exploration Agreement with Option to Purchase with Pure Exploration (USA) LLC, a wholly owned subsidiary of Iluka over the North Fork Project ('Exploration and Purchase Agreement'). Under the terms of the agreement, consideration is split into three tranches:

- Iluka will pay the Company \$500,000 and reimburse the Company up to US\$110,000 for claim maintenance fees incurred in 2024, in exchange for an exclusive two-year right to explore the property, with all costs incurred borne by Iluka ('First Tranche').
- At any time within the two-year period, Iluka may elect to purchase 100% of the North Fork Project in exchange for \$1.0 million, minus any amounts that be due to Iluka by Megado ('Second Tranche').
- Iluka will pay \$2.0 million within 30 days of Iluka receiving US\$10 million in revenue from the first sale of product from the North Fork Project after commencement of commercial production. Iluka may convert this obligation to a 2% gross revenue royalty ('Third Tranche').

Capital Raises

On 5 November 2024, Megado announced a non-renounceable pro rata rights issue on a one for two fully paid ordinary share basis at \$0.012 per share to raise up to approximately \$1.53 million (before costs) ('Entitlement Offer').

On 12 November 2024, Megado issued 38 million shares under a non-brokered placement ('Placement') at an issue price of \$0.012 to raise \$0.46 million before costs.

On 4 December 2024, Megado issued 20,603,438 shares under the Entitlement Offer at an issue price of \$0.012. Subsequently on 12 December 2024, Megado issued 106,526,266 shortfall shares under the Entitlement Offer at an issue price of \$0.012 to raise \$1.53 million before costs.

5.7 Historical Statements of Financial Position

Statement of Financial Position	Audited as at 31-Dec-24 \$	Audited as at 31-Dec-23 \$	Audited as at 31-Dec-22 \$
CURRENT ASSETS			
Cash and cash equivalents	2,119,152	1,141,759	853,119
Other assets	31,332	43,681	45,952
Other receivables	698,361	27,345	23,385
Held for Sales Assets	1,000,000	-	-
TOTAL CURRENT ASSETS	3,848,845	1,212,785	922,456
NON-CURRENT ASSETS			
Exploration and evaluation expenditure	2,964,333	7,786,751	3,992,667
TOTAL NON-CURRENT ASSETS	2,964,333	7,786,751	3,992,667
TOTAL ASSETS	6,813,178	8,999,536	4,915,123
CURRENT LIABILITIES			
Trade and other payables	106,406	47,371	244,331
TOTAL CURRENT LIABILITIES	106,406	47,371	244,331
TOTAL LIABILITIES	106,406	47,371	244,331
NET ASSETS	6,706,772	8,952,165	4,670,792
EQUITY			
Issued capital	21,550,171	19,647,993	14,474,747
Reserves	2,057,077	2,063,762	1,590,274
Accumulated losses	(16,900,476)	(12,759,590)	(11,394,427)
TOTAL EQUITY	6,706,772	8,952,165	4,670,594

Source: Megado audited financial statements for the years ended 31 December 2024, 31 December 2023 and 31 December 2022.

Commentary on Historical Statements of Financial Position

We note the Company's auditor highlighted a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern in the audit reports for the years ended 31 December 2023 and 31 December 2022.

- Cash and cash equivalents increased from \$1.14 million as at 31 December 2023 to \$2.12 million as at 31 December 2024. During the period the Company made cash payments of \$0.64 million to suppliers and employees and \$0.32 million for exploration and evaluation.
- Receivables increased from \$0.03 million as at 31 December 2023 to \$0.70 million as at 31 December 2024. This increase is broadly related to the recognition of the First Tranche of the Exploration and Purchase Agreement, as discussed in Section 5.4.
- The held for sales assets of \$1 million refers to the remaining carrying value of the North Fork Project, which is held for sale due to the Exploration and Purchase Agreement, as discussed in Section 5.4.
- Capitalised exploration and evaluation expenditure increased from \$3.99 million as at 31 December 2022 to \$7.79 million as at 31 December 2023. During the year the Company completed the acquisition of the Cyclone Lithium and K Lithium Project. The increase in capitalised exploration and evaluation expenditure reflects the fair value of the assets acquired of \$2.81 million and \$0.99 million respectively. Megado capitalises exploration and evaluation expenditure in relation to each area of interest as an exploration and evaluation asset where the Company's rights to tenure of the area of interest are current and:

- the exploration and evaluation expenditures are expected to be recouped through successful development and exploration of the area of interest, or alternatively, by its sale; or
 - exploration and evaluation activities in the area of interest have not at the balance date reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operation in, or in relation to, the area of interest are continuing.
- Capitalised exploration and evaluation decreased from \$7.79 million as at 31 December 2023 to \$2.96 million as at 31 December 2024. This was due primarily to an exploration expenditure impairment of \$3.49 million during the same period and the transfer to held for sale assets of \$1.67 million.

5.8 Historical Statements of Profit or Loss and Other Comprehensive Income

Statement of Profit or Loss and Other Comprehensive Income	Audited for the year ended 31-Dec-24 \$	Audited for the year ended 31-Dec-23 \$	Audited for the year ended 31-Dec-22 \$
Interest income	9,585	25,504	3,849
Gross profit	9,585	25,504	3,849
Professional and consulting fees	(153,025)	(221,232)	(303,671)
Director and employee cost	(386,093)	(479,500)	(482,667)
Other expenses	(95,701)	(428,486)	(127,206)
Share-based payments expense	-	(219,285)	(563,312)
Travel and accommodation	(29,204)	(10,311)	(63,298)
Impairment of exploration expenditure	(3,486,448)	(31,853)	(6,225,546)
Profit/(loss) before income tax	(4,140,886)	(1,365,163)	(7,761,851)
Income tax expense	-	-	-
Profit/(loss) for the period	(4,140,886)	(1,365,163)	(7,761,851)
Other comprehensive income	(6,685)	-	136,884
Total comprehensive profit/(loss) for the period	(4,147,571)	(1,365,163)	(7,624,967)

Source: Megado audited financial statements for the years ended 31 December 2024, 31 December 2023 and 31 December 2022.

Commentary on Historical Statements of Profit or Loss and Other Comprehensive Income

- Impairment of exploration expenditure of \$6.23 million during the year ended 31 December 2022, related to the Company's Ethiopian projects. During the year, the directors decided to fully impair the projects due to conflict in Ethiopia.
- Other comprehensive income for the year ended 31 December 2022 of \$0.14 million related to exchange differences incurred by the Company on the translation of foreign operations.
- Impairment of exploration expenditure of \$3.49 million during the year ended 31 December 2024 consisted of \$0.29 million, related to the impairment of Company's K Lithium Project. In addition, due to the execution of the Exploration and Purchase Agreement, as discussed in Section 5.4, an impairment expense of \$3.18 million was recognised in relation to the North Fork Project.

5.9 Capital structure

The share structure of Megado as at 14 March 2025 is outlined below:

	Number
Total ordinary shares on issue	419,683,262
Top 20 shareholders	173,461,142
Top 20 shareholders - % of shares on issue	41.33%

Source: Megado's share registry information as at 14 March 2025

The range of shares held in Megado as at 14 March 2025 is as follows:

Range of Shares Held	No. of Ordinary Shareholders	No. of Ordinary Shares	Percentage of Issued Shares (%)
1 - 1,000	26	4,963	0.00%
1,001 - 5,000	57	192,381	0.05%
5,001 - 10,000	99	841,067	0.20%
10,001 - 100,000	312	13,292,251	3.17%
100,001 - and over	305	405,352,600	96.59%
TOTAL	799	419,683,262	100.00%

Source: Megado's share registry information as at 14 March 2025

The substantial shareholders as at 14 March 2025 are detailed below:

Name	No. of Ordinary Shares	Percentage of Issued Shares (%)
DG Resource Management Ltd	32,400,000	7.72%
Hardy Road Investments Pty Ltd	21,400,000	5.10%
Subtotal	53,800,000	12.82%
Others	365,883,262	87.18%
Total ordinary shares on Issue	419,683,262	100.00%

Source: Megado's share registry information as at 14 March 2025

The options on issue in Megado as at 14 March 2025 are outlined below:

Description	No. of Options	Exercise price (\$)	Expiry date
Unlisted options - MEGAP	2,500,000	\$0.15	30-Jun-27
Unlisted options - MEGAS	6,000,000	\$0.08	03-Oct-26
Unlisted options - MEGAQ	5,000,000	\$0.10	01-Mar-27
Unlisted options - MEGAR	7,000,000	\$0.10	28-Apr-26
Total number of options	20,500,000		
Cash raised if options are exercised	\$2,055,000		

Source: Megado's share registry information as at 14 March 2025

6. Profile of ICPL

6.1 History

ICPL is a private company focused on copper exploration in Spain. ICPL's main business undertaking is the ongoing exploration of the Iberian Copper Project.

6.2 Iberian Copper Project

The Iberian Copper Project spans the Navarra and Aragon provinces in northern Spain. It comprises 12 permit applications covering 956km² along a strike length of approximately 200 kilometres ('km'). The permits are expected to be registered in the first half of the 2025 calendar year ('CY25').

The Iberian Copper Project targets the North Spanish Oligocene region, which hosted copper oxide mining operations until the 1970s. The permit areas contain at least 12 historic copper mines with over 50 recorded copper occurrences, identified through an exploration program conducted in the 1970s by the Spanish Government and Asturiana de Zinc (now Glencore). These occurrences consist primarily of copper oxides within sandstone and conglomerate formations.

The Iberian Copper Project is expected to encompass multiple targets, potentially forming more than one distinct project. A works program is currently being developed to identify and prioritise potential drilling targets.

In July 2024, a preliminary rock fragment sampling program was completed to assess element and oxide grades from the former St Emilia operating mine.

Further information on the Iberian Copper Project can be found in the Technical Specialist Report in Appendix 4.

6.3 Historical Statements of Financial Position

Statement of Financial Position	Management accounts as at 31-Dec-24
	\$
CURRENT ASSETS	
Cash and cash equivalents	14,725
Trade and other receivables	2,156
Other assets	2,439
TOTAL CURRENT ASSETS	19,321
NON-CURRENT ASSETS	
Exploration and evaluation expenditure	111,889
TOTAL NON-CURRENT ASSETS	111,889
TOTAL ASSETS	131,210
CURRENT LIABILITIES	
Trade and other payables	1,578
Borrowings	125,103
TOTAL CURRENT LIABILITIES	126,681
TOTAL LIABILITIES	126,681
NET ASSETS	4,529
EQUITY	
Issued capital	12,600
Reserves	-
Accumulated losses	(8,071)
TOTAL EQUITY	4,529

Source: ICPL management accounts as at 31 December 2024

We have not undertaken a review of ICPL's unaudited accounts in accordance with Australian Auditing and Assurance Standard 2405 'Review of Historical Financial Information' and do not express an opinion on this financial information. However, nothing has come to our attention as a result of our procedures that would suggest the financial information within the management accounts has not been prepared on a reasonable basis.

Commentary on Historical Statements of Financial Position

- Cash and cash equivalents at 31 December 2024 of \$14,725 comprise entirely of cash at bank.
- Exploration and evaluation expenditure as at 31 December 2024 of \$111,889 relates to capitalised exploration costs at the Iberian Copper Project.
- Borrowings of \$125,103 as at 31 December 2024 relate to unsecured creditors.

6.4 Historical Statements of Profit or Loss and Other Comprehensive Income

Statement of Profit or Loss and Other Comprehensive Income		Management accounts for the year ended 31-Dec-24
		\$
Interest income		-
Gross profit		-
Professional services		(5,704)
Other expenses		(151)
Profit/(loss) before income tax		(5,855)
Income tax expense		1,457
Profit/(loss) for the period		(4,398)
Other comprehensive income		-
Total comprehensive profit/(loss) for the period		(4,398)

Source: ICPL management accounts for the year ended 31 December 2024

We have not undertaken a review of ICPL's unaudited accounts in accordance with Australian Auditing and Assurance Standard 2405 'Review of Historical Financial Information' and do not express an opinion on this financial information. However, nothing has come to our attention as a result of our procedures that would suggest the financial information within the management accounts has not been prepared on a reasonable basis.

7. Economic analysis

Megado is primarily exposed to the risks and opportunities of the Australian market through its ASX listing and residence in Australia, and the Canadian market through its operations in Quebec. ICPL is primarily exposed to the risks and opportunities of the Spanish market through its operations and residence in Spain. Therefore, we have presented an analysis on the Australian, Canadian and Spanish economies to the extent that they relate to our assessment.

7.1 Australia

At the April 2025 Monetary Policy Decision meeting, the Reserve Bank of Australia ('RBA') left the cash rate unchanged at 4.10%. This follows the February rate cut, which marked the first reduction since the November 2023 meeting. The current monetary policy is aimed at sustainably returning inflation to the RBA's target of 2-3% within a reasonable timeframe. The Monetary Policy Board notes both upside and downside risks, remaining cautious about the outlook. The trimmed mean inflation eased to 3.2% over 2024, and as of February 2025 it reduced to an annual 2.7% to sit within the RBA's target band.

The RBA notes significant uncertainties surrounding the outlook for domestic economic activity and inflation. The central forecast anticipates continued growth in household consumption, driven by rising income levels.

Economic recovery appears to be slower than estimated, headlined by disruptions to the economic position of Australia's main trading partners. In China, property woes have led to weaker consumption and commodity prices such as iron ore. Public authorities in China have responded to the weak outlook for economic activity by implementing more expansionary policies, although the impact of these measures remains to be seen. In the USA, economic growth has been robust, however, there remains uncertainty about the inflation and growth outlook following Donald Trump's recent victory in the USA presidential election and the Trump Administration's recent introduction of tariffs on other major economies, including China, Canada and Mexico.

Based on the most recent data, household and public consumption led to a strengthening of domestic demand, although the net effect of import growth and softer exports have had a negative effect on gross domestic product ('GDP') growth. According to the Australian Bureau of Statistics ('ABS'), over the twelve months to December 2024, GDP growth was 1.3%, slightly higher than the 0.8% for the twelve months to September 2024, which outside of the COVID-19 pandemic, was the slowest pace of growth since the early 1990s.

Since late 2022, equity prices in Australia have continued to increase, following suit from the USA equity market. The rise in equity prices has largely been driven by increased expectations of future earnings growth, most notably in the technology sector, although recently, markets have seen significant pullbacks due to lower-than-expected earnings of some large technology companies and scepticism over the ability to convert investment in artificial intelligence into earnings. More recently, global equities rose despite tariff concerns and geopolitical risks, particularly in the United Kingdom, Europe, and Japan, as currency depreciation boosted local earnings for export-focused companies and multinationals' offshore operations.

Outlook

While headline inflation has declined in recent years, the RBA still considers underlying inflation, which is more indicative of inflation momentum, to be high despite easing more quickly than expected through the end of 2024. Services price inflation remains high, as observed overseas, but is expected to gradually decline as domestic inflationary pressures moderate and growth in labour and non-labour costs ease.

The RBA's central projection is for growth in household consumption to increase as income growth rises, following on from the recovery in household spending in late 2024. However, there is a risk that any increase in consumption is slower than expected, resulting in continued subdued output growth and a greater deterioration in the labour market than currently projected.

Considering that economic growth of Australia's trading partners has been slower than expected, domestic growth expectations have been pushed out. However, there remains a high level of uncertainty around the global economic outlook due to new trade policies and international tensions. The introduction of tariffs between the USA and other major economies, including China, Canada and Mexico, poses challenges to the global outlook, although the scale of these impacts remains highly uncertain.

Source: www.rba.gov.au Statement by the Reserve Bank Board: Monetary Policy Decision dated 1 April 2025 and prior periods, Statement on Monetary Policy 18 February 2025 and prior periods, Minutes of the Monetary Policy Meeting of the Reserve Bank Board 18 February 2025 and prior periods, the Australian Bureau of Statistics media release 5 March 2025 and prior periods.

7.2 Canada

At its January 2025 meeting, the Bank of Canada ('the Bank') reduced its target for the overnight cash rate down 25 basis points to 3%, thus announcing the end of its quantitative tightening. Inflation has remained at 2% since August 2024, however, some volatility is expected in early 2025 due to a temporary Goods and Services Tax ('GST') and Harmonised Sales Tax ('HST') holiday. The labour market remains weak, with soft job and wage growth, and higher unemployment rates. GDP grew at an annualised 2.1% over the first half of 2024, slowing to 1.4% over the second half of 2024. Business investment, higher government expenditures, and household spending on services contributed to the increase in GDP in 2024, offset by declines in net trade, residential investment and household spending on goods. The Canadian dollar has depreciated significantly against the US dollar over the last year, largely due to investor concerns over potential US tariffs and the relative strength of the US economy.

Inflation has remained close to the 2% target, consistent with the Bank's projections from October 2024. Consumer Price Index ('CPI') inflation rate was 1.8% in December, while the Bank's preferred core inflation measures of CPI-median and CPI-trim stood at 2.4% and 2.5%, respectively. However, inflation has shown some volatility due to the temporary suspension of the GST/HST on certain goods and services, an effect that is expected to fade by March 2025. Shelter price inflation remains elevated but is gradually easing, as anticipated. A broad range of indicators, including inflation expectations surveys and price distribution analyses, suggest that underlying inflationary pressures have largely normalised. The Bank forecasts that inflation will remain close to 2% over the next two years, aligning with its long-term target.

Canada's labour market remains soft, with unemployment recorded at 6.7% in December 2024. While job growth has improved in recent months, it previously lagged behind labour force expansion for over a year. Wage growth, which had remained stubbornly high, is now showing early signs of moderation, reducing inflationary pressures. The Bank acknowledges that while employment conditions are stabilising, the overall job market still reflects modest excess supply.

Outlook

Cumulative rate cuts since June 2024 have been substantial, contributing to stronger household spending and improved housing market conditions. Looking ahead, the Bank expects the economy to strengthen gradually, with inflation remaining near target levels.

The Bank forecasts that GDP growth will strengthen in 2025, although it will be more moderate than previously expected due to slower population growth, following reduced immigration targets set by the federal government. The Canadian economy is projected to grow at 1.8% in both 2025 and 2026. While this is slightly above potential growth, it indicates a gradual absorption of excess supply in the economy. The outlook for exports is improving, particularly in the oil and gas sector, where new export capacity is

expected to support demand. However, ongoing uncertainty regarding US trade policy poses a potential downside risk to export performance.

The greatest risk to Canada's economic outlook is the threat of US tariffs, which could significantly disrupt trade and business investment. While the scope and duration of potential trade conflicts remain highly uncertain, any broad-based tariff measures could lead to weaker GDP growth and higher inflation in Canada. Apart from this, the Bank assesses that upside and downside risks to the economic outlook are fairly balanced. On one hand, stronger-than-expected consumer spending could provide additional economic momentum, while on the other, ongoing trade policy uncertainty could weigh more heavily on business confidence and investment decisions than currently projected.

Source: www.bankofcanada.ca Monetary Policy Report January 2025 and prior periods.

7.3 Spain

In its Macroeconomic Projections and Quarterly Report on the Spanish Economy for December 2024, the Banco de Espana estimated that quarter-on-quarter GDP growth in Q4 2024 could range between 0.6% and 0.7%, slightly lower than the 0.8% recorded in Q3. However, uncertainty surrounds this estimate due to the difficulty in assessing the impact of the floods that affected several regions in eastern Spain during October and November 2024.

The Banco de Espana expected the Spanish economy to grow by 3.1% in 2024, surpassing 2023 growth by 0.2 percentage points and exceeding the expected growth in the September 2024 report by 0.3 percentage points. This improved outlook reflected new GDP data published from the National Statistics Institute ('INE') and stronger than expected economic acceleration in the second half of 2024. Despite the floods in October 2024, which impacted various Spanish regions, support measures for affected areas contributed to the upward revision from the September 2024 report. Compared with that report, the positive economic effect of lower interest rates offsets the anticipated weaker performance of Spain's trade partners.

Between August and October 2024, inflation eased more sharply than expected. However, it rose again in November 2024, climbing from 1.8% in October to 2.4%. The drop in food prices, which slowed in October when the Value-Added Tax ('VAT') reduction ended, primarily drove this decline. Meanwhile, the fall in energy prices at the end of 2023 led to a comparative rise in inflation.

The number of social security-registered workers increased at a faster pace in October 2024 than in Q3 2024 but slowed in November. Employment grew in the transport, hospitality and financial activities sectors, as well as among non-nationals. Overall, employers added 433,000 jobs in the first three quarters of 2024, with non-nationals filling 85% of these positions, according to the INE's Labour Force Survey.

Outlook

Projections indicate that economic growth will slow to around 2.5% in 2025, 1.9% in 2026, and 1.7% in 2027.

Private consumption is expected to rise from 2025 to 2027, driven by increases in household savings, employment, confidence and expected population growth. Investment is also set to grow as the European Commission deploys the NextGenerationEU funds to support European Union ('EU') countries after the coronavirus crisis.

Between 2025 and 2027, the Spanish economy is expected to continue generating jobs, although at a slower pace than in recent quarters, while productivity is expected to increase. The unemployment rate, which stood at 12.3% in 2023, is projected to fall below 10% in 2027, depending on population growth.

Inflation is expected to remain at around 2% in 2025, aligning with the European Central Bank's target. Headline inflation is projected to drop from an average of 3.4% in 2023, to 2.9% in 2024, 2.1% in 2025, and 1.7% in 2026.

External risks include a potential escalation of the wars in Ukraine and the Middle East, as well as potential policies under a new Donald Trump administration in the United States, which could involve higher tariffs on imports.

Source: <https://www.bde.es/wbe/es/> Macroeconomic Projects and Quarterly Report on the Spanish Economy for December 2024 (12 December 2024)

8. Industry analysis

Megado is a lithium exploration company listed on the ASX, and, under the Proposed Transaction, Megado intends to acquire 80% of the Iberian Copper Project from ICPL. As such, we have presented an overview of the exploration sector of the mining industry, and the lithium and copper mining industries to the extent that it relates to considerations for our assessment.

8.1 Exploration Sector

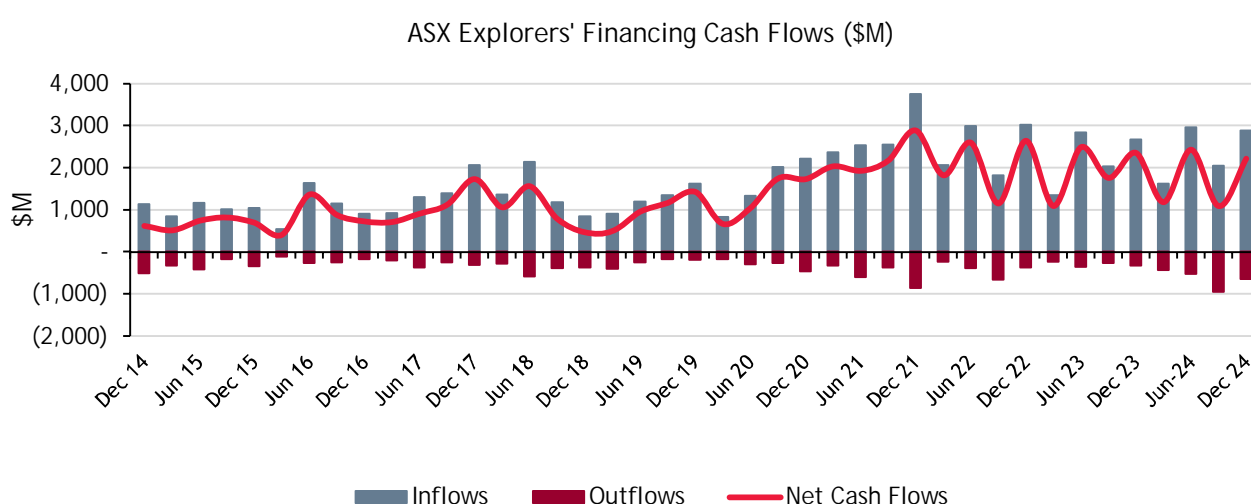
BDO reports on the financial health and cash positions of ASX-listed explorers for the December quarter of 2024 (based on quarterly Appendix 5B reports lodged with the ASX) suggests that explorers' outlook for their commodities and future capital raising ability remains uncertain.

In the December 2024 quarter, we observed the continued decline of the exploration companies that have been hampered by declining commodity prices such as lithium and nickel. Conversely, gold explorers thrived as the gold price reached a record high, fuelled by persistent global deflationary fiscal policy and political uncertainty.

Exploration remained relatively subdued compared to the levels of the last few years with minimal change in spending habits from the preceding quarter. Total exploration expenditure was \$792 million in the December 2024 quarter, which was consistent with the \$795 million spent on exploration in the September 2024 quarter.

The December quarter has historically been the strongest fundraising period, and this trend continued in 2024. Financing cash inflows grew to \$2.88 billion, representing a 48% increase on the \$1.95 billion of funds raised in the prior quarter. In addition, financing inflows averaged \$3.78 million per company, which is 24% higher than the two-year average of \$3.05 million since December 2022. The increase in financing inflows, coupled with a 29% decrease in financing cash outflows, resulted in a net financing cash flow increase of 117% from the September 2024 quarter.

Equity remained the dominant source of capital for explorers, accounting for 80% of total funds raised, an impressive rebound from the previous quarter's weaker performance. Debt financing contributed 18%, while alternative funding sources made up the remaining 2%, reflecting a sustained preference for equity despite the broader market volatility.



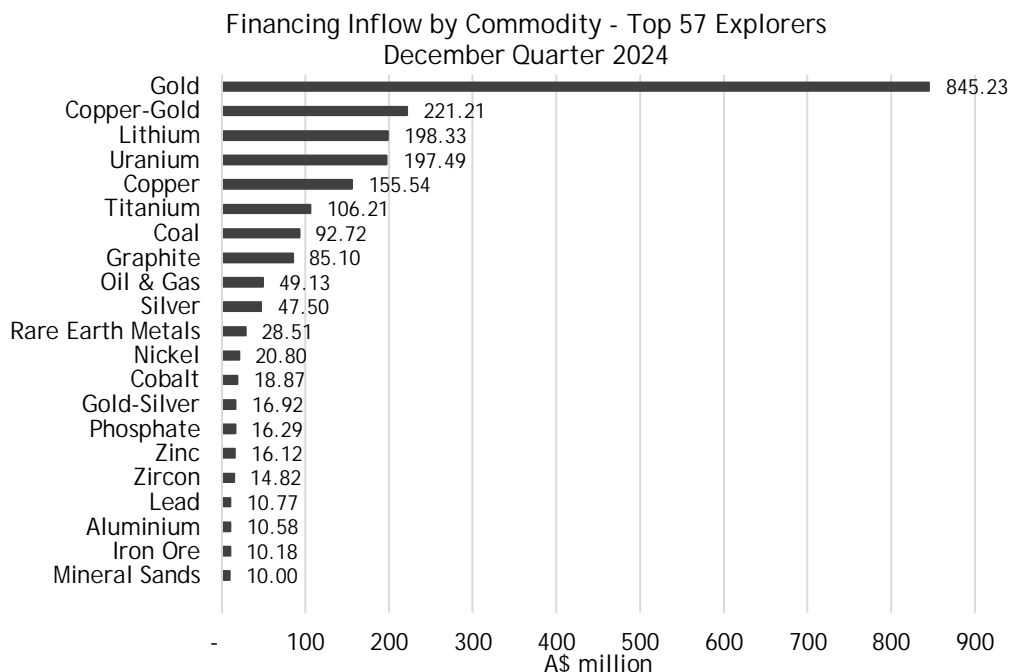
Source: BDO analysis

Gold maintained its position as the leading commodity in the quarter, raising \$403 million. This performance was in the December 2024 quarter, 57 companies raised capital in excess of \$10 million – more than double the 28 companies recorded in the previous quarter, reflecting strong investor confidence in Australia as a prime destination for resource and energy investments despite ongoing macroeconomic issues and commodity price shifts.

This quarter's Fund Funders were led by 19 gold companies, followed by nine copper-gold companies, four lithium companies, three uranium companies and three oil and gas companies. The remaining 19 companies were spread across 16 different commodities, including copper, coal, silver, titanium, graphite, rare earth metals, nickel, cobalt and gold-silver ventures.

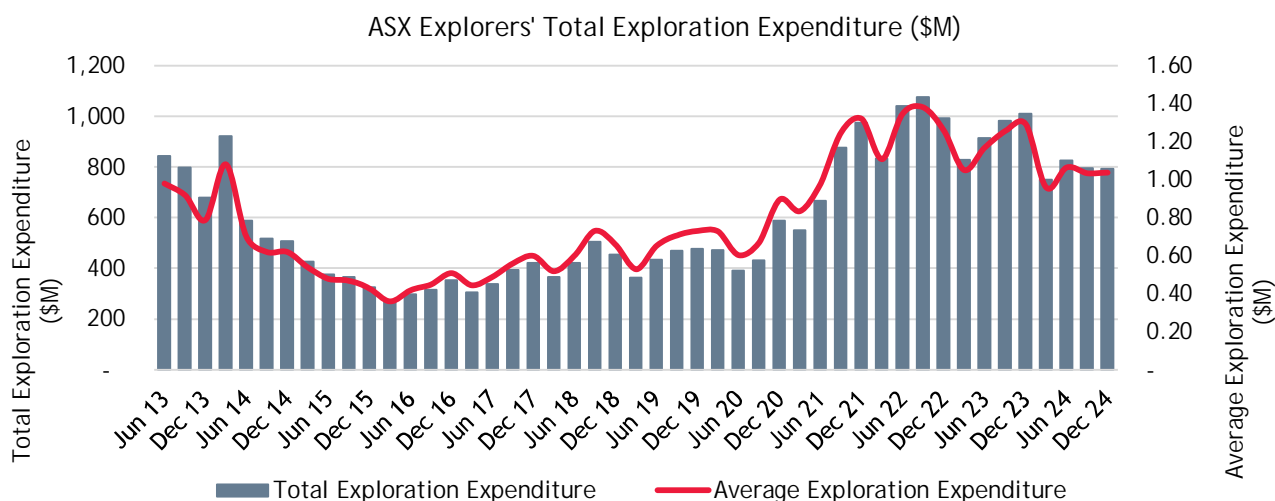
Gold explorers led fundraising efforts in the December 2024 quarter, securing a significant \$845 million. This remarkable performance was driven by top inflows into companies like Spartan Resources and Capricorn Metals, reflecting growing investor confidence amid sustained gold prices. Despite a 3.0% year-on-year decline in gold production for the September 2024 quarter, largely driven by reduced output at major Western Australian mines, the outlook for Australian gold developers and explorers remains positive, according to the Resources and Energy Quarterly by the Department of Industry, Science and Resources. New exploration projects and developments are expected to drive production growth in 2025, with continued investor support fuelling funding for developers and near-term producers.

For the first time in a while, investors have shown significant support for Australian copper-gold explorers, totalling \$221 million of our Fund Finders in the December 2024 quarter. Drawn by the dual potential of copper and gold, these metals are often found together in mineral deposits, allowing projects to extract and produce both simultaneously. Copper-gold explorers ranked among the top two Fund Finders in the December 2024 quarter, driven by strong demand for both metals. This investment surge is likely fuelled by copper's critical role in low-emission technologies, data centres, renewable energy and electric vehicles, alongside a gap in the Australian copper export market. According to the Resources and Energy Quarterly, copper exploration has remained robust throughout 2024, reflecting ongoing investor confidence for our explorers.



Source: BDO analysis

Exploration expenditure marginally decreased in the December 2024 quarter, with total expenditure reaching \$792 million, which is 10% lower than the 2-year average of \$876 million. In the December 2024 quarter, exploration expenditure trended consistently with lower levels of exploration expenditure throughout 2024 compared to the previous 2-year period, where exploration expenditure exceeded historical levels. This reflects the financial pressure explorers are facing, including rising costs due to inflation, selective access to capital, ongoing economic uncertainty and geo-political tensions.



Source: BDO analysis

The top 10 exploration spends, totalling \$145.3 million, included three oil and gas companies, three gold companies and two uranium companies, with the remaining companies distributed across copper and lithium. Gold and oil & gas continue to be main exploration targets, led by strong gold prices and growing recognition of the importance of copper in the energy transition. Uranium exploration also increased in the December 2024 quarter as nuclear power is gaining traction as a zero-emission energy source amid the energy transition.

Gold exploration expenditure has remained relatively stable over the year, although we note that the December 2024 quarter was comparatively quiet. Considering the commodity's prominence within our 2024 Fund Finder analysis, expectation is that those funds raised will be deployed within the upcoming quarters.

Source: BDO Explorer Quarterly Cash Update: December 2024 and prior releases.

8.2 Lithium

Lithium is a soft, silver-white metal belonging to the alkali metal group of chemical elements. Lithium metal is the lightest and least dense metal and coupled with its thermochemical properties, lithium is suitable for use in power generation and energy storage technology.

The reactivity of lithium means that it does not occur naturally as a metal in nature. Common forms of naturally occurring lithium include lithium aluminium inosilicate in hard rock lithium ore (also known as spodumene), and lithium chloride in an aqueous solution (also known as lithium brine).

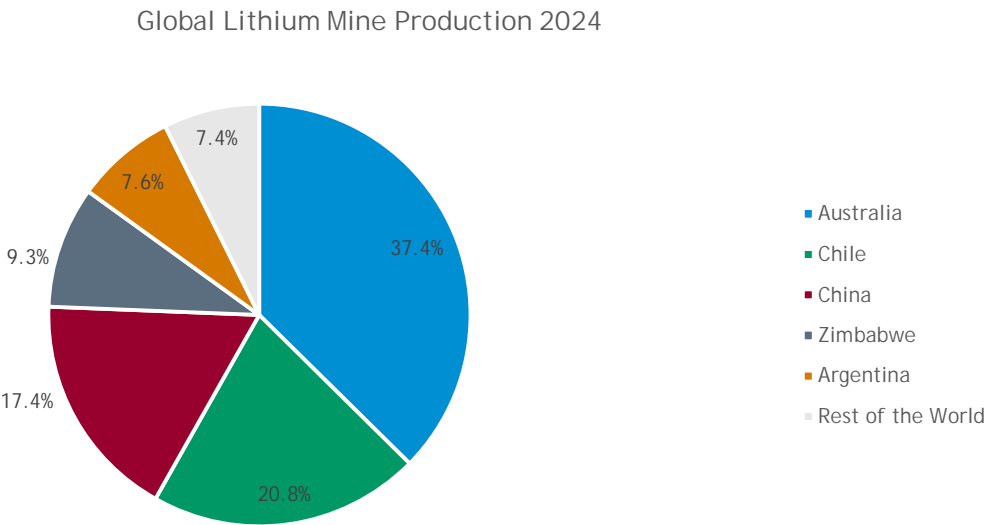
Lithium has a variety of uses including the production of battery technology, ceramics and glasses, and greases. It is also alloyed with aluminium and copper to reduce weight in airframe structural components.

Recent and expected demand growth for lithium is attributed to battery technology, particularly in rechargeable batteries used in electronic devices, electric tools, electric vehicles ('EV' or 'EVs') and grid storage applications.

Growth in EV manufacturing is a key driver for expected lithium demand, as major players within the industry, including Tesla, expand production and increasingly target mainstream markets. This has driven many electric car manufacturers to form strategic alliances and joint ventures with lithium mining companies to establish a reliable, diversified supply of lithium.

Lithium production and reserves

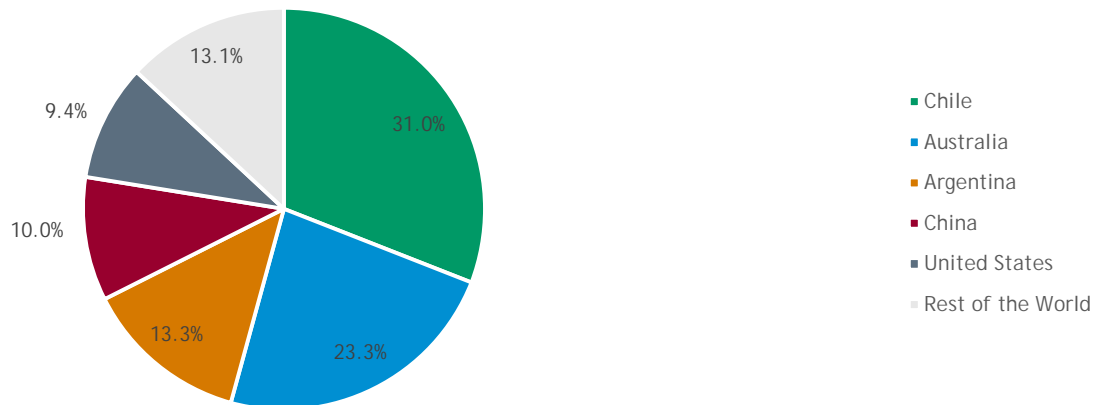
According to data released by the United States Geological Survey ('USGS'), worldwide lithium production in 2024 increased by 18% in response to strong demand from the lithium-ion battery market, high lithium prices from 2021 to early 2023, and an increase in global lithium production capacity. Australia was the leading producer of lithium in 2024, contributing approximately 88,000 tonnes of lithium, equating to 37% of global lithium production.



Source: U.S. Geological Survey, January 2025

Whilst Chile was the second largest producer of lithium, it holds the largest amount in reserves. As of 2024, Chile held approximately 9.3 million tonnes ('Mt') of lithium, accounting for approximately 31% of global reserves, followed by Australia which held approximately 7.0 Mt of lithium, representing 23% of global reserves.

Global Lithium Reserves 2024

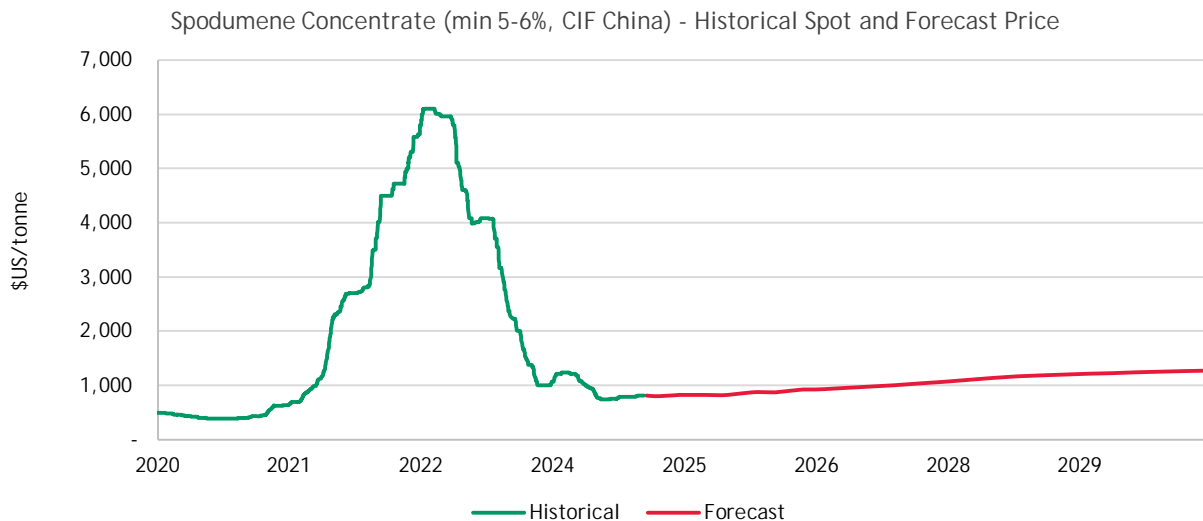


Source: U.S. Geological Survey, January 2025

Lithium prices

Lithium trade is currently confined to a small number of producers and customers and is predominantly priced under fixed term contracts. There are multiple lithium products, being lithium ore concentrate, lithium carbonate (battery and non-battery grade), and lithium hydroxide. Additionally, there is an extensive range of products that can be made from lithium, and prices are set according to the product and purity. We present the historical price and forecast price of lithium spodumene, noting that the demand for lithium is expected to be driven by its consumption in battery technology.

The historical and forecast pricing for lithium spodumene concentrate (min 5-6% Li₂O, CIF China) is set out in the chart below.



Source: Bloomberg, Consensus Economics Survey dated 17 February 2025, and BDO analysis

The price chart for spodumene concentrate illustrates the historical fluctuations in lithium spot prices from January 2020 to February 2025, sourced from Bloomberg, along with forecasts for lithium prices from the remainder of 2025 to 2034 based on forecast data from consensus economics.

Prices during the year 2020 reflected a correction in the oversupply of lithium products, observed in the years prior. Over this year, the price for spodumene concentrate averaged US\$428/t.

Supply constraints and an increase in consumer demand lithium products saw increased prices during the year of 2021. A material portion of consumer demand was driven by Tesla and other auto makers, as global EV sales grew considerably. At the same time, global supply constraints due to the COVID-19 pandemic placed further upward pressures on lithium prices. Over the course of 2021, spodumene concentrate prices averaged US\$977/t, peaking at around US\$2,560/t.

From August 2022 to February 2023, lithium product prices increased to all-time highs due to stronger than expected demand in the Chinese domestic market, attributable primarily to the EV manufacturing industry. During this period, the Chinese Government extended an EV subsidy programme, whilst lithium product refiners and battery manufacturers in China bolstered inventories due to constraints in global supply chains. Over the year 2022, spodumene concentrate prices averaged US\$4,386/t, and in November and December of 2022, spodumene prices reached record levels of around US\$6,110/t.

Since 2022, prices have decreased rapidly. In December 2024, spodumene concentrate was recorded at around US\$790/t. This decline coincides with a broad slowdown of growth in China's EV market. At the same time, lithium refiners and battery manufacturers have continued to drive down their inventories of lithium products.

Over the course of 2024, spodumene concentrate prices averaged US\$972/t, reaching a high of US\$1,240 throughout April and May.

Lithium prices have remained steady during the start of 2025, and at the end of February 2025, spodumene prices were approximately US\$815/t.

According to Consensus Economics as at the Valuation Date, the medium-term forecast price for the remainder of 2025 to 2029 for spodumene concentrate is expected to range between US\$803/t and US\$1,229/t, with the long term (2030-2034) nominal forecast at approximately US\$1,270/t.

Source: Bloomberg, Consensus Economics, IBISWorld, S&P Global and BDO analysis.

8.3 Copper

Copper is a soft, tough and malleable metal which is highly sought after due to its importance in a variety of practical applications. Copper is very ductile and a good conductor of electricity which is why it is used in electrical wires, electrical generators and in electronic goods such as radios and TVs. Copper is also used in motor vehicle radiators, air conditioners and heating systems because it is a good conductor of heat. More recently, copper has been replacing aluminium in computer chips. Copper is also one of the few materials that does not degrade or lose its chemical properties during the recycling process. Therefore, recycling of copper has the positive effect of efficiently reducing waste and extending the life of existing resources.

Due to some of the applications outlined above, copper is going to be an extremely important resource in the energy transition. As fossil fuels are phased out, technologies that were previously fossil fuel powered will need to be electrified. As an example, electric vehicles use four times as much copper as petrol-fuelled cars. This will lead to increased demand for copper as the world looks to achieve its climate change related targets.

Open pit mining is widely utilised in most copper producing countries except for in Australia where approximately 93% of copper is extracted through underground mining. Copper is often found in conjunction with gold, lead, cobalt or zinc, and a number of industry operators mine these metals and ores as well.

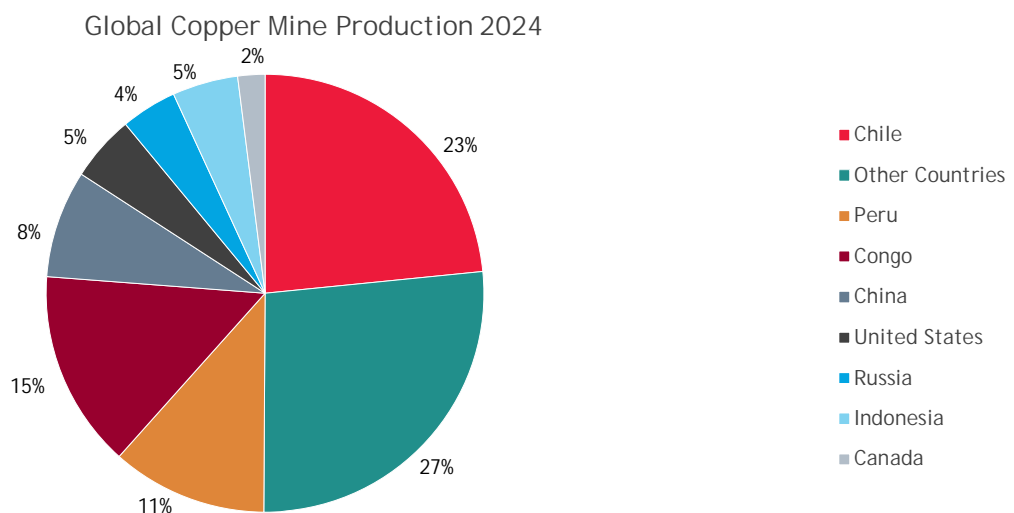
There are two main copper ore types of concern, copper oxide ores and copper sulphide ores. The majority of the global copper supply comes from sulphide copper ores. Sulphide ores are the most profitable as they have a high copper content as well as the copper being more easily extracted than oxide ores. While oxide ores are more abundant than sulphide ores, they are not as popular due to their lower grade.

The extraction of copper from sulphides involves a beneficiation process which produces a concentrate. The concentrate generally contains between 25 and 30% copper depending on the type of copper containing minerals being processed. However, this may be as high as 60% copper in certain circumstances. The concentrate is then processed in a smelter.

Copper production and reserves

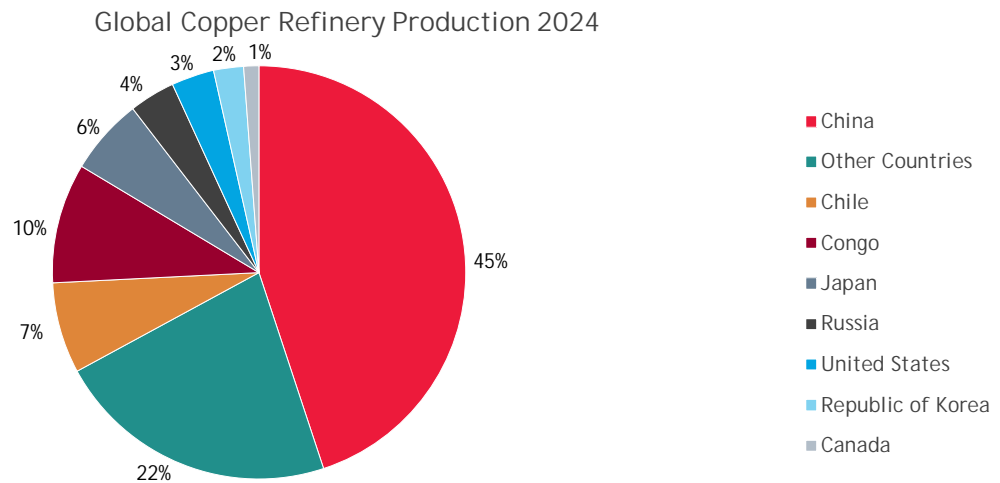
Copper supply had been forecasted to be in surplus headed into 2024. However, this has rapidly reversed with the closure of First Quantum Minerals \$10 Billion mine in Panama combined with Anglo American reducing its copper production target by 200,000 tonnes. As for demand, the International Copper Association expects the green energy transition to drive consumption of copper from 28.3 million tonnes in 2020 to 40.9 million tonnes in 2040. This equates to compounded annual growth rate ('CAGR') of 1.85%.

The USGS estimates that overall global copper production in 2024 remained relatively unchanged from 2023.



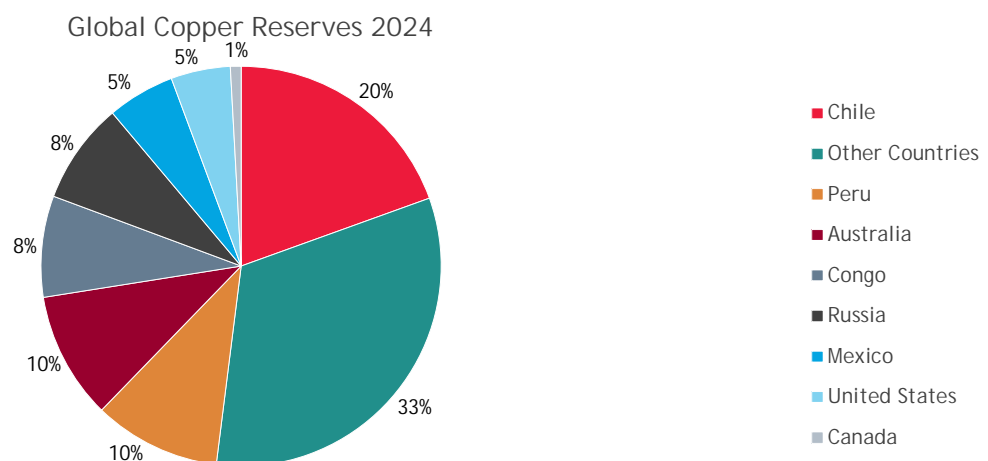
Source: U.S. Geological Survey, January 2025

Despite Chile being the largest mine producer, China is the leading refinery producer of copper globally.



Source: U.S. Geological Survey, January 2025

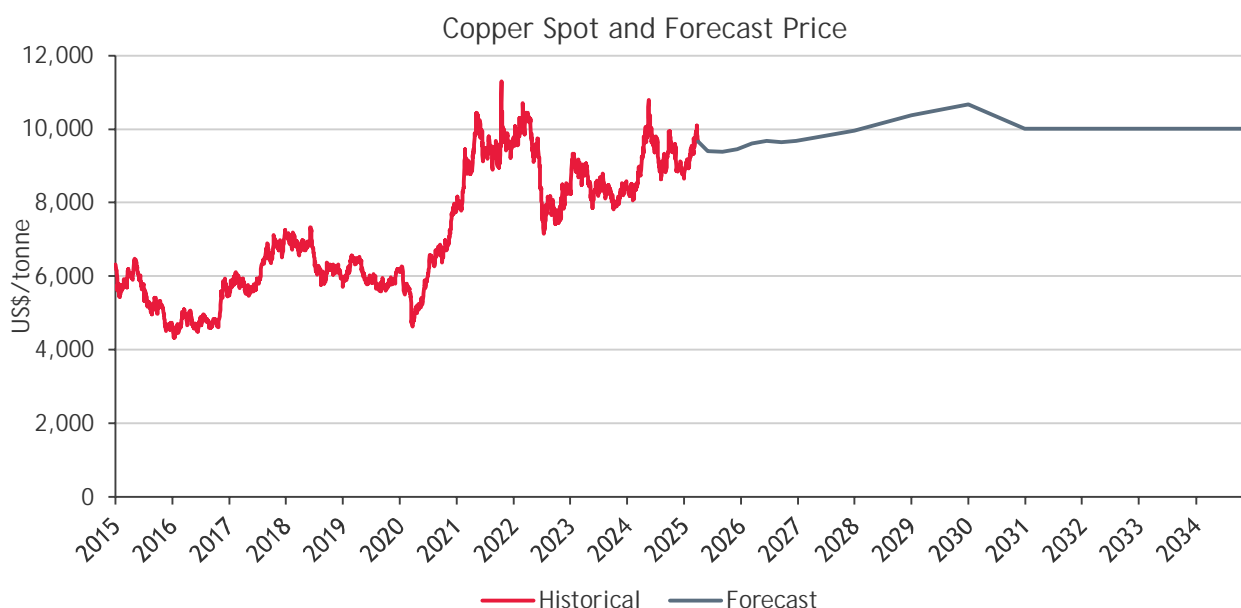
Chile also has the largest copper reserves globally, with Peru's and Australia's reserves following as the second largest, according to the USGS. As depicted below, the USGS estimates that collectively, Chile, Peru and Australia account for approximately 40% of global copper reserves.



Source: U.S. Geological Survey, January 2025

Copper prices

The US\$ price for copper is quoted on the London Metal Exchange ('LME'). A key driver of the copper price relates to stock levels held in the LME warehouses, being large global copper depositories. Like zinc, copper prices are driven heavily by Chinese demand and mine production. The global balance between demand for and supply of copper, along with speculative influences, determines the price.



Source: Bloomberg, Consensus Economics Survey dated 17 March 2025, and BDO analysis

The figure above illustrates the historical fluctuations in the copper spot prices from January 2015 to March 2025, sourced from Bloomberg, as well as forecasts for copper prices from the remainder of 2025 to 2034 based on forecast data from Consensus Economics.

Between 2015 and 2017, the copper price steadily declined, before increasing in mid-February 2017, relating to a strike action at the world's largest copper mine Escondida, located in Chile. The average copper price traded around US\$7,000/t for most of 2018 but then traded lower around US\$6,000/t for most of 2019.

Global uncertainty and low confidence resulting from the emergence of the COVID-19 pandemic was a major influence in the decline in copper prices throughout 2020, with prices dropping to a 4-year low of US\$4,625/t on 23 March 2020. The subsequent decline in global production stemming from global lockdown regulations, coupled with an improvement in copper demand from China, caused prices to spike over the remainder of that year. Chinese government stimulus measures further increased Chinese demand, with the industry experiencing supply constraints and an excess of demand, which pushed the price to exceed US\$10,000/t in June 2021. The price stumbled in late June following outbreaks of the Delta-variant of COVID until late October 2021, where copper surged to a high of over US\$11,000/t, almost instantly declining back to around US\$10,000/t, due to ongoing effects of the global pandemic.

In the first quarter of 2022, copper prices remained relatively stable, averaging just under US\$10,000/t. In late April 2022, prices began to fall sharply, averaging approximately \$9,500/t in the second quarter, primarily attributable to concerns about supply disruptions stemming from Russia's invasion of Ukraine. In July 2022, prices reached a yearly low of US\$7,160/t and remained volatile for the remainder of the third quarter. Throughout the second half of 2022 demand for copper was capped by the war in Ukraine, global inflation, disrupted industrial activity and a stronger US dollar. Prices increased in the fourth quarter of 2022, reaching US\$8,500/t in December as a result of supply disruptions in Latin America.

During 2023, copper prices remained relatively stable at an average US\$8,485/t, exhibiting an increase on the back of the fourth quarter of 2022. This was primarily due to the expected demand increase associated with China's economic reopening, which saw prices rise to US\$9,330/t in January. A decrease in industrial activity and uncertainty stemming from global inflationary pressures caused prices to fall

across the first half of 2023, before rebounding at the beginning of 2024. This was due to constrained supply, record low inventories and growing demand from renewable sectors.

Copper prices were much more volatile in 2024, increasing significantly from a low for the year of US\$8,065/t in February to almost US\$11,000/t in May 2024, propelled by strong demand related to the global energy transition and limited supply growth. Subsequently, copper prices trended downwards to close at approximately US\$8,600/t at the end of December 2024, weighed down by the failure of Chinese fiscal stimulus measures and a prolonged downturn in the Chinese property market.

Entering 2025, the copper market faced uncertainties due to potential policy shifts in the United States. Proposed tariffs on copper imports by the Trump administration were anticipated to lead to increased costs for domestic consumers, as the country relies heavily on imported copper. This potential for trade restrictions has led to swings in market trading. Subsequently, to curb persistent expansion in copper smelting capacity, China recently tightened restrictions on the construction of new smelting facilities. Copper prices have been volatile during the first two months of 2025, and at the end of February 2025, copper prices were approximately US\$9,500/t, up from approximately US\$8,700/t in early January 2025. Since February 2025, copper prices have climbed marginally and at the end of March 2025 the price sits at approximately US\$9,700/t.

According to Consensus Economics, the medium-term forecast copper price from 2027 to 2029 is expected to range between US\$9,950/t and US\$10,673/t. The long-term nominal forecast from 2030 onwards is lower, at approximately US\$10,006/t.

European Critical Raw Materials Act

In May 2024, the European Critical Raw Materials Act ('CRMA') came into effect following its adoption by the Council of the EU in April 2024.

The CRMA aims to secure the EU's supply of critical raw materials essential for green technologies, digital industries, aerospace and defence. By diversifying sources and strengthening domestic and sustainable supply chains, the CRMA seeks to reduce the EU's reliance on imported critical raw materials.

The CRMA is designed to complement the EU's Net Zero Industry Act, supporting efforts to scale up the EU's manufacturing of key carbon-neutral technologies. This ensures a secure, sustainable and competitive supply chain for clean energy, reinforcing the EU's climate and energy goals.

The CRMA identified 34 strategic raw materials, 17 of which they deemed critical raw materials. This list of critical materials includes copper.

The CRMA sets out benchmarks to achieve by 2030:

- At least 10% of strategic raw materials consumed annually in the EU are to be extracted within the EU.
- The EU's must expand its processing capacity to produce at least 40% of its annual consumption of strategic raw materials.
- At least 25% of the annual consumption of strategic raw materials should come from recycled sources.
- The EU must not rely on any single non-EU country for more than 65% of its annual supply of any strategic raw material.

The CRMA provides benefits for selected strategic projects, including enhanced access to financing and investment de-risking mechanisms. It also recommends financial support through existing EU funds and streamlines approval processes by designating a single government-level point of contact for project promoters.

The Iberian Copper Project is well-positioned to benefit from the CRMA, given its focus on copper extraction and processing within the EU.

Source: Bloomberg, Consensus Economics, IBISWorld, S&P Global, USGS, Regulation (EU) 2024/1252 of the European Parliament and of the Council, and BDO analysis.

9. Valuation approach adopted

There are a number of methodologies which can be used to value a business or the shares in a company. The principal methodologies which can be used are as follows:

- Capitalisation of future maintainable earnings ('FME')
- Discounted cash flow ('DCF')
- Quoted market price basis ('QMP')
- Net asset value ('NAV')
- Market based assessment, such as a Resource Multiple.

A summary of each of these methodologies is outlined in Appendix 2 of our Report.

Different methodologies are appropriate in valuing particular companies, based on the individual circumstances of that company and available information.

It is possible for a combination of different methodologies to be used together to determine an overall value, where separate assets and liabilities are valued using different methodologies. When such a combination of methodologies is used, it is referred to as a 'sum-of-parts' valuation ('Sum-of-Parts').

The approach using Sum-of-Parts involves separately valuing each asset and liability of the company. The value of each asset may be determined using different methodologies as described above. The component parts are then valued using the NAV methodology, which involves aggregating the estimated fair market value of each component part.

In assessing whether the Proposed Transaction is fair for Shareholders, we have considered how the value of 80% of the issued capital of ICPL compares to the value of the Consideration.

9.1 Valuation of ICPL

In our assessment of the value of 80% of the issued capital of ICPL, we have chosen to employ the Sum-of-Parts as our primary methodology, which estimates the fair market value of a company by assessing the realisable value of each of its component parts. The value of each component part may be determined using different methodologies and the component parts are then aggregated using the NAV methodology. The value derived from this methodology reflects a control value.

We have employed the Sum-of-Parts methodology in estimating the fair market value of ICPL by aggregating the fair market values of its underlying assets and liabilities, having consideration to the:

- Value of the Iberian Copper Project, relying on the Technical Specialist Report prepared by VRM.
- Value of ICPL's other assets and liabilities, using the NAV methodology.

9.2 Valuation of the Consideration

In our assessment of the value of the Consideration we have employed the following methodologies:

- Sum-of-Parts as our primary methodology for valuing a Megado share following the Proposed Transaction. The value derived reflects a control value, therefore we have applied a minority interest discount. In our Sum-of-Parts valuation, we have considered the:
 - Value of 80% of the issued capital of ICPL.
 - Value of Megado's mineral assets, relying on the Technical Specialist Report prepared by VRM.
 - Value of Megado's other assets and liabilities.

- o Adjusted shares outstanding of Megado following the issue of the Consideration Shares (Scenario 1) and the adjusted shares outstanding of Megado following the issue of the Consideration Shares and the notional vesting of the Consideration Rights (Scenario 2).
- QMP as our secondary methodology, which represents the value that a Shareholder may receive for a Megado share if it were sold on market following the announcement of the Proposed Transaction. The value derived from this methodology reflects a minority interest value.

We have chosen the above methodologies for the following reasons:

We have adopted the Sum-of-Parts approach as our primary valuation method of valuing both ICPL and the Consideration. We consider that the core value of both ICPL and Megado lies in the value of their respective mineral assets (which are currently not producing assets nor generating any cash flows). We have commissioned VRM to provide an independent market valuation of ICPL's and Megado's mineral assets, which is incorporated in our Sum-of-Parts.

We have valued the Consideration under Scenario 1 and Scenario 2. We have considered the terms of the Consideration Rights and have determined that we have insufficient reasonable grounds, in accordance with RG170, to quantify any uplift in value to Megado on completion of each of the performance milestones. We note that while the respective performance milestones may result in value accretion, we are unable to quantify the extent of the value uplift (if any), nor the timing of achieving it (should it be achieved). Given that there are currently insufficient reasonable grounds on which to assess the quantum of any value uplift associated with achieving the performance milestones, we are unable to assess the future value of ICPL at the point that all or some of the consideration rights vest. As such, under Scenario 2 we have assumed the notional vesting of the Consideration Rights and conversion into Megado ordinary shares following the Proposed Transaction, but are unable to quantify any uplift from the respective performance milestones being met.

The FME methodology is most commonly applicable to profitable businesses with steady growth histories and forecasts. ICPL's and Megado's mineral assets do not currently generate any revenue, nor are there any historical profits that could be used to represent future earnings. Furthermore, the FME methodology is not considered appropriate for valuing finite life assets such as mining assets, therefore we do not consider the application of the FME approach to be appropriate.

ICPL and Megado have no foreseeable future net cash inflows on which we would have sufficient reasonable grounds to rely, in accordance with Regulatory Guide 170 'Prospective Financial Information' ('RG 170') and Information Sheet 214: Mining and Resources: Forward-looking Statements ('IS 214'), therefore we do not consider the application of the DCF approach to be appropriate.

We have adopted QMP as a secondary approach in valuing the Consideration to be issued by Megado. The QMP basis is a relevant methodology to consider because Megado's shares are listed on the ASX. This means that there is a regulated and observable market where Megado's shares can be traded. However, in order for the QMP to be considered appropriate, the Company's shares should be liquid and the market fully informed of the Company's activities.

Independent Technical Expert

In performing our valuation of a Megado and ICPL, we have relied on the Technical Specialist Report prepared by VRM. This includes VRM's valuation of the resource and exploration potential of the Iberian Copper Project and Megado's Cyclone Project, K-Lithium Project and Ethiopian Projects.

VRM's Technical Specialist Report has been prepared in accordance with the Australasian Code for Public Reporting of Technical Assessments and Valuation of Mineral Assets (2015 Edition) ('VALMIN Code') and

the JORC Code. We are satisfied with the valuation methodologies adopted by VRM, which we believe are in accordance with industry practices and are compliant with the requirements of the VALMIN Code.

The specific valuation methodologies used by VRM are referred to in the respective sections of our Report and further detailed in the Independent Technical Assessment Report contained in Appendix 4.

10. Valuation of ICPL

10.1 Sum-of-Parts valuation of ICPL

We have employed the Sum-of-Parts methodology in estimating the fair market value of an 80% interest in ICPL (on a controlling interest basis), by aggregating the estimated fair market values of its underlying assets and liabilities, having consideration to the following:

- The value of an 80% interest in the Iberian Copper Project.
- The value of an 80% interest in ICPL's other assets and liabilities.

Our Sum-of-Parts valuation of ICPL is set out in the table below:

Valuation of 80% of the issued capital of ICPL	Ref	Low \$	Preferred \$	High \$
Value of ICPL's Iberian Copper Project (80% interest)	10.1.1	900,000	1,900,000	2,900,000
Value of ICPL's other assets and liabilities (80% interest)	10.1.2	(5,889)	(5,889)	(5,889)
Total value of 80% of the issued capital of ICPL (control)		894,111	1,894,111	2,894,111

Source: BDO analysis

Based on the above, we assessed the value of 80% of the issued capital of ICPL (on a controlling interest basis) to be between \$0.89 million and \$2.89 million, with a preferred value of \$1.89 million.

10.1.1. Valuation of ICPL's Iberian Copper Project

In performing our valuation of ICPL's mineral asset, the Iberian Copper Project, we have relied on the ITSR prepared by VRM which includes an assessment of the market value of the Iberian Copper Project. VRM considered a number of different valuation methods when valuing the Iberian Copper Project and applied a geoscientific method as the primary valuation methodology.

The range of values ICPL's Iberian Copper Project determined by VRM is set out below:

Value of ICPL's Iberian Copper Project	Low \$m	Preferred \$m	High \$m
Iberian Copper Project (80% interest)	0.9	1.9	2.9

Source: Appendix 4

The table above indicates a range of values between \$0.9 million and \$2.9 million, with a preferred value of \$1.9 million.

10.1.2. Valuation of ICPL's other assets and liabilities

The other assets and liabilities of Megado represent the assets and liabilities that have not been specifically addressed elsewhere in our Sum-of-Parts valuation. From discussions with Megado and analysis of the Company's assets and liabilities, we do not consider there to be a material difference between the book value and fair value, unless an adjustment has been noted below:

Statement of Financial Position	Ref	Unaudited as at 31-Dec-24 \$	Adjusted \$
CURRENT ASSETS			
Cash and cash equivalents	A	14,725	114,725
Trade and other receivables		2,156	2,156
Other assets		2,439	2,439
TOTAL CURRENT ASSETS		19,320	119,320
NON-CURRENT ASSETS			
Exploration and evaluation expenditure	B	111,889	-
TOTAL NON-CURRENT ASSETS		111,889	-
TOTAL ASSETS		131,209	119,320
CURRENT LIABILITIES			
Trade and other payables		1,578	1,578
Borrowings		125,103	125,103
TOTAL CURRENT LIABILITIES		126,681	126,681
TOTAL LIABILITIES		126,681	126,681
NET ASSETS		4,528	(7,361)
NET ASSETS (80% interest)			(5,889)

Source: ICPL's management accounts as at 31 December 2024 and BDO analysis

We have not undertaken a review of ICPL's management accounts in accordance with Australian Auditing and Assurance Standard 2405 'Review of Historical Financial Information' and do not express an opinion on this financial information. However, nothing has come to our attention as a result of our procedures that would suggest the financial information within the management accounts has not been prepared on a reasonable basis. We have been advised that there have not been any significant changes to the net assets of ICPL since 31 December 2024 and that the above assets and liabilities represent their fair market values apart from the adjustments detailed below.

We note the following in relation to the above valuation of ICPL's other assets and liabilities:

Note A) Cash and cash equivalents

We have adjusted the cash and cash equivalents to \$0.11 million to account for the receipt of up to \$100,000 from Megado if the Proposed Transaction is approved.

Note B) Exploration and evaluation expenditure

We have adjusted the book value of exploration and evaluation expenditure of \$111,889 as at 31 December 2024 to nil, as this represents ICPL's capitalised exploration expenditure on its exploration projects, which has been valued separately by VRM in Section 10.1.1 above.

11. Valuation of Consideration

The Consideration for the Proposed Transaction is comprised of the Consideration Shares and Consideration Rights. We have considered two scenarios as part of our analysis, Scenario 1 considers just the value of the Consideration Shares, while Scenario 2 considers the value of the Consideration Shares and Consideration Rights, noting that we have assumed the notional vesting of the Consideration Rights and conversion into Megado ordinary shares following the Proposed Transaction but have been unable to quantify any uplift from the respective performance milestones being met

11.1 Sum-of-Parts valuation of a Megado share

We have employed the Sum-of-Parts methodology in estimating the fair market value of a Megado share, on a control basis, following the Proposed Transaction, by aggregating the fair market values of Megado's assets and liabilities, having consideration to the following:

- The value of 80% of the issued capital of ICPL.
- The value of Megado's mineral assets.
- The value of Megado's other assets and liabilities.
- Adjusted shares on issue in Megado following the issue of the Consideration Shares (Scenario 1) and the adjusted shares on issue in Megado following the issue of the Consideration Shares and the notional vesting of the Consideration Rights (Scenario 2).

Our valuation of a Megado share under Scenario 1 and Scenario 2 is set out in the tables below:

Valuation of a Megado Share - Scenario 1	Ref	Low \$	Pref \$	High \$
Value of 80% of the issued capital in ICPL	10.1	894,111	1,894,111	2,894,111
Value of Megado	11.1.1	4,403,885	5,413,885	6,323,885
Total value of Megado (control)		5,297,996	7,307,996	9,217,996
Adjusted number of shares outstanding	11.1.2	594,683,262	594,683,262	594,683,262
Total value per share of Megado (control)		0.0089	0.0123	0.0155
Minority interest discount	11.1.3	26%	23%	20%
Total value per share of Megado under Scenario 1 (minority interest)		0.0066	0.0095	0.0124

Source: BDO analysis

Valuation of a Megado share -Scenario 2	Ref	Low \$	Pref \$	High \$
Value of 80% of the issued capital in ICPL	10.1	894,111	1,894,111	2,894,111
Value of Megado	11.1.1	4,403,885	5,413,885	6,323,885
Total value of Megado (control)		5,297,996	7,307,996	9,217,996
Adjusted number of shares outstanding	11.1.2	944,683,262	944,683,262	944,683,262
Total value per share of Megado (control)		0.0056	0.0077	0.0098
Minority interest discount	11.1.3	26%	23%	20%
Total value per share of Megado under Scenario 2 (minority interest)		0.0042	0.0060	0.0078

Source: BDO analysis

11.1.1. Valuation of Megado

Our Sum-of-Parts valuation of Megado is summarised in the table below:

Value of Megado	Ref	Low	Pref	High
		\$	\$	\$
Value of Megado's mineral assets	11.1.1.1	910,000	1,920,000	2,830,000
Value of Megado's other assets and liabilities	11.1.1.2	3,493,885	3,493,885	3,493,885
Total value of Megado (control)		4,403,885	5,413,885	6,323,885

Source: BDO analysis

Based on the above, we assessed the value of Megado (on a controlling interest basis) to be between \$4.40 million and \$6.32 million, with a preferred value of \$5.41 million.

11.1.1.1. Valuation of Megado's mineral assets

In performing our valuation of Megado's mineral assets, we have relied on the ITSR prepared by VRM which includes an assessment of the market value of the exploration assets held by Megado. The range of values for Megado's mineral assets as assessed by VRM is set out below:

Value of Megado's mineral assets	Low	Pref	High
	\$	\$	\$
Cyclone Project	600,000	1,300,000	2,000,000
K-Lithium Project	10,000	20,000	30,000
Ethiopian Projects	300,000	600,000	800,000
Total value of Megado's mineral assets	910,000	1,920,000	2,830,000

Source: Appendix 4

The table above indicates a range of values between \$0.91 million and \$2.83 million, with a preferred value of \$1.92 million.

Additional detail on the valuation approaches and assumption adopted by VRM can be found in the Technical Specialist Report in Appendix 4.

11.1.1.2. Valuation of Megado's other assets and liabilities

The other assets and liabilities of Megado represent the assets and liabilities that have not been specifically addressed elsewhere in our Sum-of-Parts valuation. From discussions with Megado and analysis of the Company's assets and liabilities, we do not consider there to be a material difference between the book value and fair value, unless an adjustment has been noted below:

Other assets and liabilities	Ref	Audited as at 31-Dec-24 \$	Adjusted \$
CURRENT ASSETS			
Cash and cash equivalents	A	2,119,152	2,540,598
Other assets		31,332	31,332
Other receivables	B	698,361	28,361
Held for sale assets	C	1,000,000	1,000,000
TOTAL CURRENT ASSETS		3,848,845	3,600,291
NON-CURRENT ASSETS			

Other assets and liabilities	Ref	Audited as at 31-Dec-24 \$	Adjusted \$
Exploration and evaluation expenditure	D	2,964,333	-
TOTAL NON-CURRENT ASSETS		2,964,333	-
TOTAL ASSETS		6,813,178	3,600,291
CURRENT LIABILITIES			
Trade and other payables		106,406	106,406
TOTAL CURRENT LIABILITIES		106,406	106,406
TOTAL LIABILITIES		106,406	106,406
NET ASSETS		6,706,772	3,493,885

Source: Megado's audited financial statements for the year ended 31 December 2024 and BDO analysis

We have been advised that there have not been any significant changes to the net assets of Megado since 31 December 2024 and that the above assets and liabilities represent their fair market values apart from the adjustments detailed below. Where the above balances differ materially from the audited position as at 31 December 2024, we have obtained supporting documentation to validate the adjusted values used.

We note the following in relation to the above valuation of Megado's other assets and liabilities:

Note A) Cash and cash equivalents

We have adjusted the cash and cash equivalents balance to \$2.54 million include the up to \$100,000 payment to be made to ICPL, the receipt of the First Tranche from Iluka under the Exploration and Purchase Agreement (see Section 5.6 for further details) and other cash movements.

Adjusted cash and cash equivalents	\$
Cash and cash equivalents as at 31 December 2024	2,119,152
Payment of up to \$100,000 to ICPL	(100,000)
Receipt of the First Tranche from Iluka	670,000
Other cash movements	(148,554)
Adjusted cash and cash equivalents	2,540,598

Source: BDO analysis

Note B) Other Receivables

We have adjusted the other receivables balance for the receipt of the First Tranche from Iluka under the Exploration and Purchase Agreement totalling \$670,000 (see Section 5.6 for further details).

Note C) Held for sale assets

Held for sale assets of \$1.0 million represents the Second Tranche due under the Exploration and Purchase Agreement with Iluka for the North Fork Project. We note that this tranche is due within a two-year period. We have not discounted this to present value as we don't know when this payment would be received. For further details on the Exploration and Purchase Agreement refer to Section 5.6.

Note D) Exploration and evaluation expenditure

We have adjusted the book value of exploration and evaluation expenditure of \$2.96 million as at 31 December 2024 to nil, as this represents Megado's capitalised exploration and evaluation expenditure on its exploration projects, which has been valued separately by VRM in Section 11.1.1.1.

11.1.2. Adjusted number of shares outstanding

The number of shares on issue that we have used in our valuation of the Consideration under Scenario 1 as set out in the table below:

Adjusted number of shares outstanding	Number
Current number of Megado shares on issue	419,683,262
Number of Consideration Shares to be issued	175,000,000
Adjusted number of shares outstanding (Scenario 1)	594,683,262

Source: BDO analysis

The number of shares on issue that we have used in our valuation of the Consideration under Scenario 2, which includes the notional vesting of the Consideration Rights is set out in the table:

Adjusted number of shares outstanding	Number
Current number of Megado shares on issue	419,683,262
Number of Consideration Shares to be issued	175,000,000
Notional vesting and conversion of Consideration Rights	350,000,000
Adjusted number of shares outstanding (Scenario 2)	944,683,262

Source: BDO analysis

11.1.3. Minority interest discount

Based on our control premium analysis set out in Appendix 3, we consider an appropriate premium for control to be between 25% and 35%, with a preferred premium of 30%.

The value of the Consideration derived under the Sum-of-Parts approach is reflective of a controlling interest. This suggests that the acquirer obtains an interest in the Megado which allows them to have an individual influence on the operations and value of that company. However, if the Proposed Transaction is approved, Shareholders will be minority holders in Megado, meaning that their individual holding will not be considered significant enough to have an individual influence in the operations of that company.

Therefore, we have adjusted our value of a Megado share to reflect the minority interest holding. The minority discount is based on the inverse of the control premium and is calculated using the formula $1/(1+\text{control premium})$.

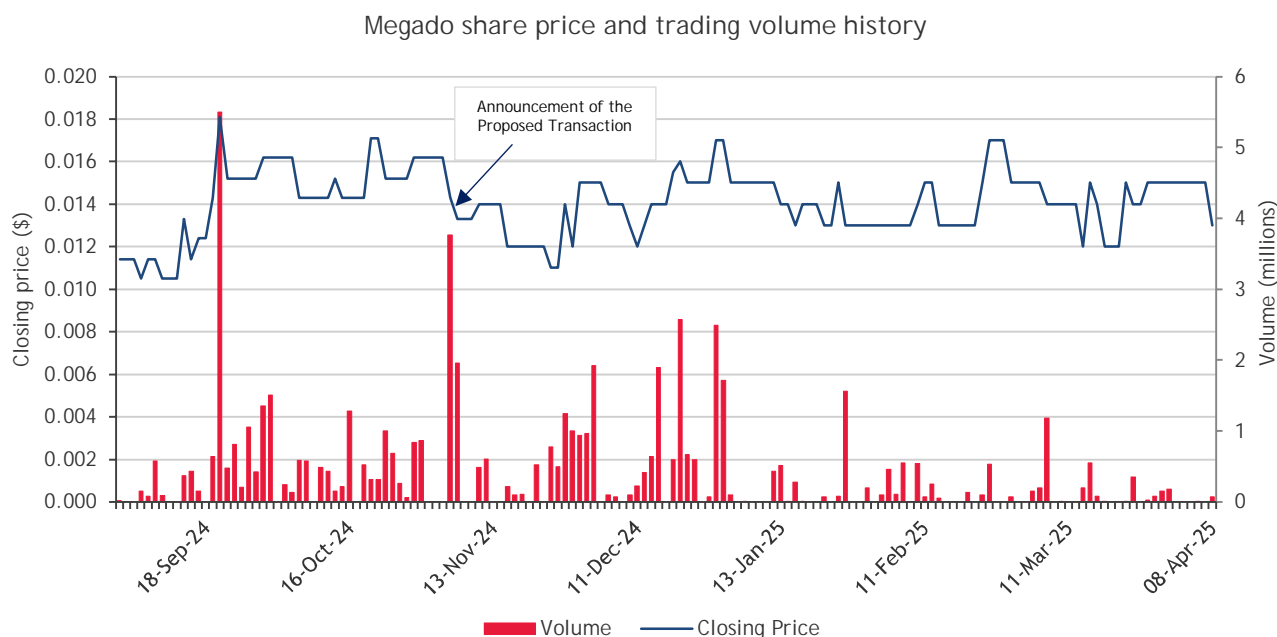
Based on this, we consider an appropriate minority interest discount to be between 20% and 26%, with a preferred discount of 23%.

11.2 Quoted market price valuation of the Consideration

To provide a comparison to the valuation of the Consideration in Section 11.3, we have also assessed the QMP of a Megado share. The quoted market value of a company's share is reflective of a minority interest. A minority interest is an interest in a company that is not significant enough for the holder to have an individual influence in the operations and value of that company.

Our analysis of the quoted market price of a Megado share includes pricing following the announcement of the Proposed Transaction. This is to ensure any change in value as a result of the announcement of the Proposed Transaction is accounted for, and that the share price is reflective of the market's view of the value of the Megado post-transaction.

We have analysed the movements of Megado's share price since the Proposed Transaction was announced. A graph of Megado's share price and trading volume leading up to, and following the announcement of the Proposed Transaction is set out below.



Source: Bloomberg and BDO analysis

The Proposed Transaction was announced on 5 November 2024. On the day of the announcement, the share price closed at \$0.014, down from the closing price of \$0.016 on the previous trading day. On 5 November, 3,767,189 shares were traded, representing approximately 0.898% of Megado's issued capital. Following the announcement of the Proposed Transaction, the share price of Megado has fluctuated from a low of \$0.011 on 25 November 2024 and 26 November 2024, to a high of \$0.018 on 30 December 2024, 31 December 2024, 24, 25 and 26 February 2025.

To provide further analysis on the QMP of a Megado share, we have also considered recent volume-weighted average prices ('VWAP') for the below periods.

Share price per unit	08-Apr-25	10 days	30 days	60 days	90 days
Closing price	\$0.0130				
Volume weighted average price (VWAP)		\$0.0147	\$0.0138	\$0.0137	\$0.0146

Source: Bloomberg and BDO analysis

In accordance with the guidance in RG 111, we also consider it appropriate to assess the liquidity of Megado's shares before utilising the QMP methodology to value a Megado share following the Proposed Transaction. An analysis of the volume of trading in Megado shares over the period from 8 April 2024 to 8 April 2025 is set out below:

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of issued capital
1 day	\$0.0130	\$0.0130	71,428	0.02%

Trading days	Share price low	Share price high	Cumulative volume traded	As a % of issued capital
10 days	\$0.0130	\$0.0150	512,261	0.12%
30 days	\$0.0110	\$0.0170	3,312,441	0.79%
60 days	\$0.0110	\$0.0170	8,395,627	2.00%
90 days	\$0.0110	\$0.0180	26,439,297	6.30%
180 days	\$0.0076	\$0.0181	65,319,703	15.56%
1 year	\$0.0067	\$0.0181	\$80,910,221	19.28%

Source: Bloomberg and BDO analysis

This table indicates that Megado's shares display a low level of liquidity from the 1-year period from 8 April 2024 to 8 April 2025, which includes the period following the announcement of the Proposed Transaction, with 19.28% of the Company's issued capital being traded over the assessed period.

RG 111.86 states that for the quoted market price methodology to be an appropriate methodology there needs to be a 'liquid and active' market in the shares and allowing for the fact that the quoted price may not reflect their value should 100% of the securities not be available for sale. We consider the following characteristics to be representative of a liquid and active market:

- Regular trading in a company's securities.
- Approximately 1% of a company's securities are traded on a weekly basis.
- The spread of a company's shares must not be so great that a single minority trade can significantly affect the market capitalisation of a company.
- There are no significant but unexplained movements in share price.

A company's shares should meet all of the above criteria to be considered 'liquid and active', however, failure of a company's securities to exhibit all of the above characteristics does not necessarily mean that the value of its shares cannot be considered relevant.

In the case of Megado, we consider its shares to display a low level of liquidity over the assessed period, on the basis that not more than 1% of securities have been traded weekly on average over the assessed period. Of the 52 weeks in which our analysis is based on, more than 1% of the Company's securities had been traded in only 5 of those weeks.

Our assessment is that a range of values for a Megado share based on post-announcement market pricing, is between \$0.0130 and \$0.0150.

11.3 Assessment of the value of a share in Megado

The results of the valuations performed are summarised in the table below:

Valuation of a share in Megado	Ref	Low \$	Preferred \$	High \$
Sum-of-Parts (Scenario 1)	11.1	0.0066	0.0095	0.0124
Sum-of-Parts (Scenario 2)	11.1	0.0042	0.0060	0.0078

Valuation of a share in Megado	Ref	Low	Preferred	High
		\$	\$	\$
QMP	11.2	0.0130	0.0140	0.0150

Source: BDO analysis

We consider the Sum-of-Parts approach to be the most appropriate valuation methodology to value Megado as the core value lies in ICPL's and Megado's mineral assets, which have been independently valued by VRM, an independent technical specialist, in accordance with the VALMIN Code, JORC Code, and ASIC's Regulatory Guides.

We consider that Megado shares exhibit a low level of liquidity and activity when being traded on the ASX which makes the QMP approach less reliable. The low level of liquidity may also explain why the QMP valuation presents at levels above our Sum-of-Parts valuation.

Additionally, the different results of the valuation approaches may be explained by the assumptions made by VRM in assessing the value of ICPL and Megados's mineral assets, being more or less optimistic than those made by investors.

We consider QMP to be an appropriate methodology to consider as a cross check, rather than as a primary approach.

Based on the results above, we consider the value of a Megado share under Scenario 1 to be between \$0.0066 and \$0.0124, with a preferred value of \$0.0095.

Based on the results above, we consider the value of a Megado share under Scenario 2 to be between \$0.0042 and \$0.0078, with a preferred value of \$0.0060.

11.4 Assessment of the valuation of the Consideration

Scenario 1

Based on the above, our valuation of the Consideration (Scenario 1) is set out in the table below:

Valuation of the Consideration	Ref	Low	Pref	High
		\$	\$	\$
Value per share of Megado (Scenario 1)	11.1	0.0066	0.0095	0.0124
Number of Consideration Shares to be issued	4	175,000,000	175,000,000	175,000,000
Value of the Consideration (Scenario 1)		1,155,000	1,662,500	2,170,000

Source: BDO analysis

Based on the assessment above, we consider the value of the Consideration Shares (on a minority interest), to be between \$1.16 million and \$2.17 million, with a preferred value of \$1.66 million.

Scenario 2

Our valuation of the Consideration under Scenario 2, representing the value of the Consideration Shares and Consideration Rights (assuming the notional vesting of the Consideration Rights, with no quantifiable valuation uplift from meeting the performance milestones) is set out in the table below:

Valuation of the Consideration	Ref	Low	Pref	High
		\$	\$	\$
Value per share of Megado (Scenario 2)	11.1	0.0042	0.0060	0.0078
Number of Consideration Shares to be issued	4	175,000,000	175,000,000	175,000,000
Notional conversion of Consideration Rights	11.1.2	350,000,000	350,000,000	350,000,000
Total shares to be issued under Scenario 2		525,000,000	525,000,000	525,000,000
Value of the Consideration (Scenario 2)		2,205,000	3,150,000	4,095,000

Source: BDO analysis

Based on the assessment above, we consider the value of the Consideration (on a minority interest basis) under Scenario 2, to be between \$2.21 million and \$4.10 million, with a preferred value of \$3.15 million.

12. Is the Proposed Transaction fair

In undertaking our assessment of fairness, pursuant to RG111.57, we are required to compare the value of the assets being acquired to the consideration being paid. As part of this assessment, we have considered two scenarios, one scenario being just the value of the Consideration Shares (Scenario 1) as the consideration paid, and the other scenario being the value of the Consideration Shares and Consideration Rights (Scenario 2), as the consideration to be paid.

We have considered the terms of the Consideration Rights and have determined that we have insufficient reasonable grounds, in accordance with RG170, to quantify any uplift in value to Megado on completion of each of the performance milestones. We note that while the respective performance milestones may result in value accretion, we are unable to quantify the extent of the value uplift (if any), nor the timing of achieving it (should it be achieved). Given that there are currently insufficient reasonable grounds on which to assess the quantum of any value uplift associated with achieving the performance milestones, we are unable to assess the future value of ICPL at the point that all or some of the consideration rights vest. As such, under Scenario 2 we have assumed the notional vesting of the Consideration Rights and conversion into Megado ordinary shares following the Proposed Transaction but have been unable to quantify any uplift from the respective performance milestones being met.

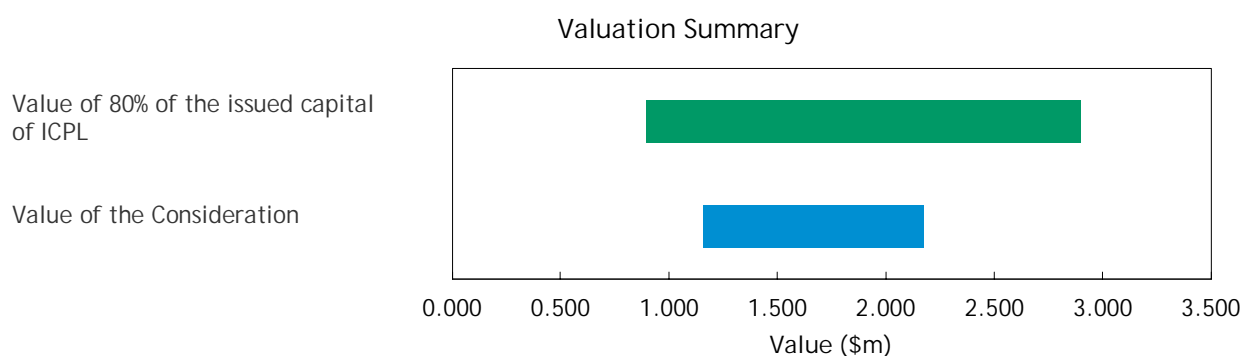
We considered the value of 80% of the issued capital of ICPL compared to the value of the Consideration under Scenario 1 and Scenario 2, as detailed below.

Scenario 1

Fairness assessment of the Proposed Transaction	Ref	Low \$	Preferred \$	High \$
Valuation of 80% of the issued capital in ICPL	10.1	894,111	1,894,111	2,894,111
Value of the Consideration Shares	11.1	1,155,000	1,662,500	2,170,000

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

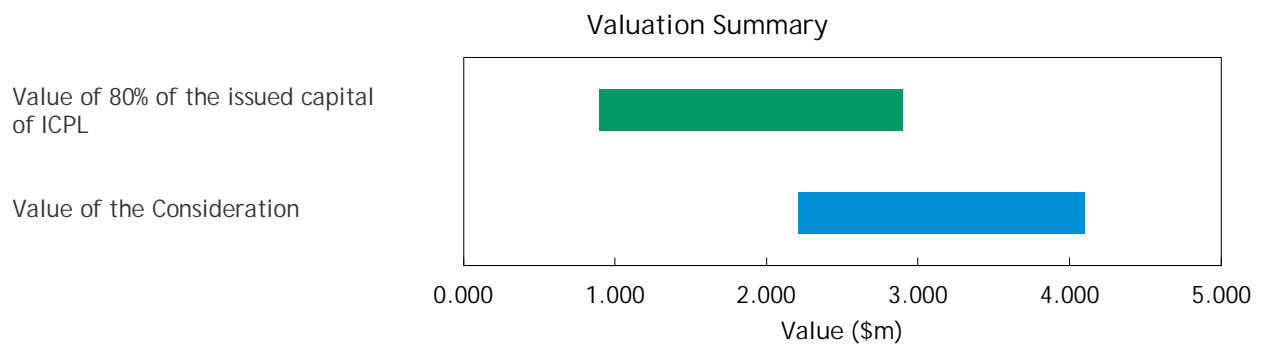
Scenario 2

The value of 80% of the issued capital of ICPL and the Consideration is compared below:

Fairness assessment of the Proposed Transaction	Ref	Low \$	Preferred \$	High \$
Valuation of 80% of the issued capital in ICPL	10.1	894,111	1,894,111	2,894,111
Value of the Consideration	11.1	2,205,000	3,150,000	4,095,000

Source: BDO analysis

The above valuation ranges are graphically presented below:



Source: BDO analysis

Conclusion

As shareholders are approving the consideration in its entirety, we are required to consider Scenario 2 as our primary fairness assessment, notwithstanding that the Scenario 1 represents the consideration payable upfront. We have concluded that the transaction is not fair as our low, preferred and high values of the Consideration under Scenario 2 are greater than the value of the 80% interest in ICPL being acquired under each of our respective low preferred and high values.

13. Is the Proposed Transaction reasonable?

We have considered the analysis below, in terms of the following:

- Advantages and disadvantages of the Proposed Transaction.
- Other considerations, including the position of Shareholders if the Proposed Transaction does not proceed and the consequences of not approving the Transaction.

In our opinion, the position of Shareholders if the Proposed Transaction is approved is more advantageous than the position if the Proposed Transaction is not approved. Accordingly, in the absence of any other relevant information and/or an alternate proposal we consider that the Proposed Transaction is reasonable for Shareholders.

13.1 Alternative proposal

We are unaware of any alternative proposal that might offer the Shareholders of Megado a premium over the value resulting from the Proposed Transaction.

13.2 Advantages of approving the Proposed Transaction

We have considered the following advantages in our assessment of whether the Proposed Transaction is reasonable.

13.2.1. The Proposed Transaction is value accretive under Scenario 1

As presented in Section 12, under Scenario 1, the Proposed Transaction is value accretive to Shareholders.

13.2.2. No cash element meaning that cash is retained by the Company

The Proposed Transaction does not deplete the cash funds of Megado as the consideration payable by the Company is in the form of ordinary shares and performance rights in Megado with no cash element. We note that following the Proposed Transaction, Megado will be required to fund all expenditure on the Iberian Copper Project, with the remaining shareholders of ICPL being free carried. By not depleting its cash reserves to acquire the interest in ICPL, the Company instead has cash available for exploration expenditure on the project, deferring the need for a dilutive capital raising.

13.2.3. Diversification of commodity exposure

If the Proposed Transaction is approved, Megado will gain exposure to a project prospective for copper, providing shareholders with exposure to a commodity that is linked to the growing demand for batteries. Additionally, the Iberian Copper Project is well-positioned to benefit from the CRMA, given its focus on copper extraction and processing within the EU.

13.2.4. The structure of the Consideration partially protects Shareholders

Part of the Consideration is structured in such a way that partially protects Shareholder in the event that the development of the Iberian Copper Project is unsuccessful, noting the Consideration Rights are contingent in nature and will only vest if the respective performance milestones are met. We note that satisfying the vesting conditions of the Consideration Rights would likely be value accretive to Shareholders. This structure benefits shareholders, as there is no upfront cash being outlaid, instead benefits will flow to vendors only if the milestones are met.

13.3 Disadvantages of approving the Proposed Transaction

We have considered the following disadvantages in our assessment of whether the Proposed Transaction is reasonable.

13.3.1. Dilution of Shareholders' interest in the Cyclone Project, K-Lithium Project and Ethiopian Projects

If the Proposed Transaction is approved, the Shareholders interest will be diluted, given the issuance of the 300 million Consideration Shares. Therefore, Shareholders' ability to participate in the potential upside of the Cyclone Project, K-Lithium Project and Ethiopian Projects, should they materialise, will be reduced as a result of the Proposed Transaction.

13.3.2. Exposure to new geographic region may result in additional costs

Given that the Iberian Copper Project is located in Spain, and Megado does not currently hold mineral assets in Spain, this may result in higher administrative expense to manage operations in a new country.

14. Conclusion

We have considered the terms of the Proposed Transaction as outlined in the body of this Report and have concluded that, in the absence of an alternative offer, the Proposed Transaction is not fair but reasonable to Shareholders.

15. Sources of information

This report has been based on the following information:

- Draft Notice of General Meeting on or about the date of this Report
- Audited financial statements of Megado for the years ended 31 December 2022, 31 December 2023 and 31 December 2024
- Unaudited management accounts of ICPL for the year ended 31 December 2024
- Share registry information of Megado as at 15 March 2025
- Independent Technical Specialist Report performed by VRM
- Share Sale Agreement dated 4 November 2024
- S&P Capital IQ
- Bloomberg
- Consensus Economics dated 17 February 2025 and 17 March 2025
- Reserve Bank of Australia - Monetary Policy Decision dated 1 April 2025 and prior periods, Statement of Monetary Policy dated 18 February 2025 and prior periods, Minutes of the Monetary Policy Meeting of the Reserve Bank Board dated 18 February 2025 and prior periods
- Australian Bureau of Statistics media release dated 5 March 2025
- US Geological Survey released in January 2025
- Banco de España - Macroeconomics Projects and Quarterly Report on Spanish Economy December 2024, dated 12 December 2024
- Bank of Canada - Monetary Policy Report for January 2025 and prior periods
- European Parliament and of the Council - Regulation (EU) 2024/1252
- Announcements made by Megado available through the ASX
- Information in the public domain
- Discussions with Directors and Management of Megado.

16. Independence

BDO Corporate Finance Australia Pty Ltd is entitled to receive a fee of \$32,000 (excluding GST and reimbursement of out of pocket expenses). The fee is not contingent on the conclusion, content or future use of this Report. Except for this fee, BDO Corporate Finance Australia Pty Ltd has not received and will not receive any pecuniary or other benefit whether direct or indirect in connection with the preparation of this report.

BDO Corporate Finance Australia Pty Ltd has been indemnified by Megado in respect of any claim arising from BDO Corporate Finance Australia Pty Ltd's reliance on information provided by Megado, including the non-provision of material information, in relation to the preparation of this report.

Prior to accepting this engagement BDO Corporate Finance Australia Pty Ltd has considered its independence with respect to ICPL and Megado and any of their respective associates with reference to

ASIC Regulatory Guide 112 'Independence of Experts'. In BDO Corporate Finance Australia Pty Ltd's opinion it is independent of ICPL, and Megado, and their respective associates.

Neither the two signatories to this report nor BDO Corporate Finance Australia Pty Ltd, have had within the past two years any professional relationship with Megado, or their associates, other than in connection with the preparation of this report.

The provision of our services is not considered a threat to our independence as auditors under Professional Statement APES 110 - Professional Independence. The services provided have no material impact on the financial report of Megado.

A draft of this report was provided to Megado and its advisors for confirmation of the factual accuracy of its contents. No significant changes were made to this report as a result of this review.

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17. Qualifications

BDO Corporate Finance Australia Pty Ltd has extensive experience in the provision of corporate finance advice, particularly in respect of takeovers, mergers and acquisitions.

BDO Corporate Finance Australia Pty Ltd holds an Australian Financial Services Licence issued by the Australian Securities and Investments Commission for giving expert reports pursuant to the Listing rules of the ASX and the Corporations Act.

The persons specifically involved in preparing and reviewing this report were Adam Myers and Sherif Andrawes of BDO Corporate Finance Australia Pty Ltd. They have significant experience in the preparation of independent expert reports, valuations and mergers and acquisitions advice across a wide range of industries in Australia and were supported by other BDO staff.

Adam Myers is a Fellow of Chartered Accountants Australia & New Zealand and a member of the Joint Ore Reserves Committee. Adam's career spans over 25 years in the audit and corporate finance areas. Adam is a CA BV Specialist and has considerable experience in the preparation of independent expert reports and valuations in general for companies in a wide number of industry sectors.

Sherif Andrawes is a Fellow of the Institute of Chartered Accountants in England & Wales and a Fellow of Chartered Accountants Australia & New Zealand. He has over 35 years' experience working in the audit and corporate finance fields with BDO and its predecessor firms in London and Perth. He has been responsible for over 700 public company independent expert's reports under the Corporations Act or ASX Listing Rules and is a CA BV Specialist. These expert's reports cover a wide range of industries in Australia with a focus on companies in the natural resources sector. Sherif Andrawes is the Corporate Finance Practice Group Leader of BDO in Western Australia, the Global Head of Natural Resources for BDO and a former Chairman of BDO in Western Australia.

18. Disclaimers and consents

This report has been prepared at the request of Megado for inclusion in the Notice of Meeting which will be sent to all Megado Shareholders. Megado engaged BDO Corporate Finance Australia Pty Ltd to prepare

an independent expert's report to consider whether the Proposed Transaction is fair and reasonable to the Shareholders of Megado pursuant to Chapter 2E of the Corporations Act.

BDO Corporate Finance Australia Pty Ltd hereby consents to this report accompanying the above Notice of Meeting. Apart from such use, neither the whole nor any part of this report, nor any reference thereto may be included in or with, or attached to any document, circular resolution, statement, or letter without the prior written consent of BDO Corporate Finance Australia Pty Ltd.

BDO Corporate Finance Australia Pty Ltd takes no responsibility for the contents of the Notice of Meeting other than this report.

We have no reason to believe that any of the information or explanations supplied to us are false or that material information has been withheld. It is not the role of BDO Corporate Finance Australia Pty Ltd acting as an independent expert to perform any due diligence procedures on behalf of the Company. The Directors of the Company are responsible for conducting appropriate due diligence in relation to ICPL. BDO Corporate Finance Australia Pty Ltd provides no warranty as to the adequacy, effectiveness, or completeness of the due diligence process.

The opinion of BDO Corporate Finance Australia Pty Ltd is based on the market, economic and other conditions prevailing at the date of this report. Such conditions can change significantly over short periods of time.

With respect to taxation implications, it is recommended that individual Shareholders obtain their own taxation advice, in respect of the Proposed Transaction, tailored to their own particular circumstances. Furthermore, the advice provided in this report does not constitute legal or taxation advice to the shareholders of Megado, or any other party.

BDO Corporate Finance Australia Pty Ltd has also considered and relied upon independent valuations for mineral assets held by Megado and ICPL. The valuer engaged for the mineral asset valuation, VRM, possess the appropriate qualifications and experience in the industry to make such assessments. The approaches adopted and assumptions made in arriving at their valuation are appropriate for this report. We have received consent from the valuer for the use of their valuation report in the preparation of this report and to append a copy of their report to this report.

The statements and opinions included in this report are given in good faith and in the belief that they are not false, misleading or incomplete.

The terms of this engagement are such that BDO Corporate Finance Australia Pty Ltd is required to provide a supplementary report if we become aware of a significant change affecting the information in this report arising between the date of this report and prior to the date of the meeting or during the offer period.

Yours faithfully

BDO CORPORATE FINANCE AUSTRALIA PTY LTD



Adam Myers
Director



Sherif Andrawes
Director

Appendix 1 – Glossary of Terms

Reference	Definition
\$ or AUD	Australian Dollars
ABS	Australian Bureau of Statistics
the Act	The Corporations Act 2001 Cth
AFCA	Australian Financial Complaints Authority
APES 225	Accounting Professional & Ethical Standards Board professional standard APES 225 'Valuation Services'
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
the Bank	the Bank of Canada
BDO	BDO Corporate Finance Australia Pty Ltd
BDO Corporate Finance	BDO Corporate Finance Australia Pty Ltd
CAGR	compounded annual growth rate
Chapter 2E	Chapter 2E of the Corporations Act 2001 Cth
Class A Performance Rights	175 million performance rights that vest and convert to shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate of at least either 10 million tonnes of 1% copper equivalent, five million tonnes of 1.5% copper equivalent or three million tonnes of 3% copper equivalent
Class B Performance Rights	175 million performance rights that will vest and convert to shares upon the Iberian Copper Project having a total JORC Code compliant Mineral Resource Estimate with at least 200,000 tonnes of contained copper equivalent
the Company	Megado Minerals Limited
Completion	The satisfaction or waiver of the condition precedent pursuant to the Share Sale Agreement

Reference	Definition
the Consideration	Collectively, the Consideration Shares, Class A and Class B Performance Rights
Consideration Rights	Together, the Class A and Class B Performance Rights
Consideration Shares	175 million shares in Megado issued to Vendors of ICPL pursuant to the Proposed Transaction
Corporations Act	The Corporations Act 2001 Cth
CPI	Consumer price index
CRMA	European Critical Raw Materials Act
CY25	Calendar year 2025
Cyclone Project	The Cyclone Project located in Quebec, Canada
DCF	Discounted Future Cash Flows
Director Options	The issued of 10 million options to Mr Anthony Hall, 6.0 million options to Mr Aaron Bertolatti and 2.0 million options to Mr Bradley Drabsch, subject to shareholder approval
Director Shares	12 million shares to be issued to Mr Anthony Hall, subject to shareholder approval
Entitlement Offer	The issue of 127.13 million shares at an issue price of \$0.012 to raise \$1.53 million before costs
Ethiopian Projects	The Ethiopian Projects located in northern Ethiopia
EU	European Union
EV or EVs	electric vehicles
Exploration and Purchase Agreement	The Exploration Agreement with Option to Purchase entered into between the Company and Pure Exploration (USA) LLC, a wholly owned subsidiary of Iluka.
FID	Final investment decision
First Tranche	Iluka will pay the Company \$500,000 and reimburse the Company up to US\$110,000 for claim maintenance fees incurred in 2024, in exchange for an exclusive two-year

Reference	Definition
	right to explore the property, with all costs incurred borne by Iluka, pursuant to the Exploration and Purchase Agreement
FME	Future Maintainable Earnings
FSG	Financial Services Guide
GDP	Gross domestic product
GST	Goods and Services Tax
HST	Harmonised Sales Tax
Iberian Copper Project	The Iberian Copper Project located in northern Spain
ICPL	Iberian Copper Pty Ltd
ICSL	Iberian Copper SL, a wholly owned subsidiary of ICPL
Iluka	Iluka Resources Limited
INE	National Statistics Institute
IS 214	Information Sheet 214: Mining and Resources: Forward-looking Statements
K-Lithium Project	The K-Lithium Project located in Quebec, Canada
km	kilometres
km ²	square kilometres
LME	London Metals Exchange
Management and Consultant Options	The issue of 20 million option to management and consultants, subject to shareholder approval
Megado	Megado Minerals Limited
Mt	million tonnes
NAV	Net asset value
North Fork Project	The North Fork Project located in Idaho, USA

Reference	Definition
Our	BDO Corporate Finance Australia Pty Ltd
our Report	This Independent Expert's Report prepared by BDO
Placement	The issue of 38 million shares at an issue price of \$0.012 to raise \$0.46 million before costs
Proposed Transaction	The acquisition of 80% of the issued capital of ICPL by the Company under the Share Sale Agreement
QMP	Quoted market price
RBA	Reserve Bank of Australia
Related Vendors	Megado directors Mr Anthony Hall and Mr Aaron Bertolatti, holding 7.7% and 4.8% of ICPL
RG 111	Content of expert reports (March 2011)
RG 112	Independence of experts (March 2011)
RG 170	Regulatory Guide 170 'Prospective Financial Information'
RG 74	Acquisitions Approved by Members
RG 76	Related party transactions
Second Tranche	At any time within the two-year period, Iluka may elect to purchase 100% of the North Fork Project in exchange for \$1.0 million, minus any amounts that be due to Iluka by Megado, pursuant to the Exploration and Purchase Agreement
Share Sale Agreement	The binding agreement between the Company and the Vendors, under which Megado will acquire 80% of the issued capital of ICPL
Shareholders	The shareholders of Megado not associated with the Related Vendors
Sum-of-Parts	The use of a combination of valuation methodologies
Technical Specialist Report	The report prepared by Valuation and Resource Management Pty Ltd

Reference	Definition
Third Tranche	Iluka will pay \$2.0 million within 30 days of Iluka receiving US\$10 million in revenue from the first sale of product from the North Fork Project after commencement of commercial production. Iluka may convert this obligation to a 2% gross revenue royalty, pursuant to the Exploration and Purchase Agreement
Us	BDO Corporate Finance Australia Pty Ltd
US\$	United States Dollars
USA	United States of America
USGS	United States Geological Survey
VALMIN Code	the Australasian Code for Public Reporting of Technical Assessments and Valuation of Mineral Assets (2015 Edition)
VAT	Valued-Added Tax
Vendors	The current shareholders of ICPL
VRM	Valuation and Resource Management Pty Ltd
VWAP	volume-weighted average price
WA	Western Australia
We	BDO Corporate Finance Australia Pty Ltd

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Appendix 2 – Valuation Methodologies

Methodologies commonly used for valuing assets and businesses are as follows:

1 *Net asset value*

Asset based methods estimate the market value of an entity's securities based on the realisable value of its identifiable net assets. Asset based methods include:

- Orderly realisation of assets method
- Liquidation of assets method
- Net assets on a going concern method

The orderly realisation of assets method estimates fair market value by determining the amount that would be distributed to entity holders, after payment of all liabilities including realisation costs and taxation charges that arise, assuming the entity is wound up in an orderly manner.

The liquidation method is similar to the orderly realisation of assets method except the liquidation method assumes the assets are sold in a shorter time frame. Since wind up or liquidation of the entity may not be contemplated, these methods in their strictest form may not be appropriate. The net assets on a going concern method estimates the market values of the net assets of an entity but does not take into account any realisation costs.

Net assets on a going concern basis are usually appropriate where the majority of assets consist of cash, passive investments or projects with a limited life. All assets and liabilities of the entity are valued at market value under this alternative and this combined market value forms the basis for the entity's valuation.

Often the FME and DCF methodologies are used in valuing assets forming part of the overall Net assets on a going concern basis. This is particularly so for exploration and mining companies where investments are in finite life producing assets or prospective exploration areas.

These asset based methods ignore the possibility that the entity's value could exceed the realisable value of its assets as they do not recognise the value of intangible assets such as management, intellectual property and goodwill. Asset based methods are appropriate when an entity is not making an adequate return on its assets, a significant proportion of the entity's assets are liquid or for asset holding companies.

2 *Quoted market price basis*

A valuation approach that can be used in conjunction with (or as a replacement for) other valuation methods is the quoted market price of listed securities. Where there is a ready market for securities such as the ASX, through which shares are traded, recent prices at which shares are bought and sold can be taken as the market value per share. Such market value includes all factors and influences that impact upon the ASX. The use of ASX pricing is more relevant where a security displays regular high volume trading, creating a liquid and active market in that security.

3 *Capitalisation of future maintainable earnings*

This method places a value on the business by estimating the likely FME, capitalised at an appropriate rate which reflects business outlook, business risk, investor expectations, future growth prospects and other entity specific factors. This approach relies on the availability and analysis of comparable market data.

The FME approach is the most commonly applied valuation technique and is particularly applicable to profitable businesses with relatively steady growth histories and forecasts, regular capital expenditure requirements and non-finite lives.

The FME used in the valuation can be based on net profit after tax or alternatives to this such as earnings before interest and tax or earnings before interest, tax, depreciation and amortisation. The capitalisation rate or 'earnings multiple' is adjusted to reflect which base is being used for FME.

4 *Discounted future cash flows*

The DCF methodology is based on the generally accepted theory that the value of an asset or business depends on its future net cash flows, discounted to their present value at an appropriate discount rate (often called the weighted average cost of capital). This discount rate represents an opportunity cost of capital reflecting the expected rate of return which investors can obtain from investments having equivalent risks.

Considerable judgement is required to estimate the future cash flows which must be able to be reliably estimated for a sufficiently long period to make this valuation methodology appropriate.

A terminal value for the asset or business is calculated at the end of the future cash flow period and this is also discounted to its present value using the appropriate discount rate.

DCF valuations are particularly applicable to businesses with limited lives, experiencing growth, that are in a start-up phase, or experience irregular cash flows.

5 *Market-based assessment*

The market based approach seeks to arrive at a value for a business by reference to comparable transactions involving the sale of similar businesses. This is based on the premise that companies with similar characteristics, such as operating in similar industries, command similar values. In performing this analysis it is important to acknowledge the differences between the comparable companies being analysed and the company that is being valued and then to reflect these differences in the valuation.

The resource multiple is a market based approach which seeks to arrive at a value for a company by reference to its total reported resources and to the enterprise value per tonne/lb/oz of the reported resources of comparable listed companies. The resource multiple represents the value placed on the resources of comparable companies by a liquid market.

Appendix 3 – Control Premium Analysis

We have reviewed the control premiums on completed transactions, paid by acquirers of ASX-listed mining and metal companies and all ASX-listed companies over the 10-year period from January 2015 to March 2025. In assessing the appropriate sample of transactions from which to determine an appropriate control premium, we have excluded transactions where an acquirer obtained a controlling interest (20% and above) at a discount (i.e., less than a 0% premium) and at a premium in excess of 100%. We have summarised our findings below:

ASX-Listed Mining Companies:

Year	Number of Transactions	Average Deal Value (\$m)	Average Control Premium (%)
2025	3	259	38.77
2024	12	481	38.35
2023	13	174	31.68
2022	8	2,099	24.85
2021	6	1,235	29.89
2020	7	447	34.04
2019	10	165	37.84
2018	7	96	30.41
2017	5	44	51.44
2016	10	72	44.15
2015	10	261	45.09

Source: Bloomberg and BDO analysis

All ASX-Listed Companies:

Year	Number of Transactions	Average Deal Value (\$m)	Average Control Premium (%)
2025	6	329	36.16
2024	43	953	28.74
2023	35	421	27.41
2022	39	3,199	23.39
2021	28	1,095	35.17
2020	16	368	40.43
2019	29	4,166	32.83
2018	26	1,572	30.07
2017	24	1,169	36.75
2016	28	490	38.53

Year	Number of Transactions	Average Deal Value (\$m)	Average Control Premium (%)
2015	28	948	33.53

Source: Bloomberg and BDO analysis

The mean and median of the entire data sets comprising control transactions from 2015 onwards for ASX-listed mining companies and all ASX-listed companies are set out below:

Entire Data Set Metrics	ASX-Listed Mining Companies		All ASX-Listed Companies	
	Average Deal Value (\$m)	Average Control Premium (%)	Average Deal Value (\$m)	Average Control Premium (%)
Mean	466.46	36.77	1476.16	31.75
Median	62.60	32.67	142.21	27.43

Source: Bloomberg and BDO analysis

In arriving at an appropriate control premium to apply, we note that observed control premiums can vary due to the following:

- Nature and magnitude of non-operating assets.
- Nature and magnitude of discretionary expenses.
- Perceived quality of existing management.
- Nature and magnitude of business opportunities not currently being exploited.
- Ability to integrate the acquiree into the acquirer's business.
- Level of pre-announcement speculation of the transaction.
- Level of liquidity in the trade of the acquiree's securities.

When performing our control premium analysis, we consider completed transactions where the acquirer held a controlling interest, defined at 20% or above, pre-transaction or proceed to hold a controlling interest post-transaction in the target company.

We have removed transactions for which the announced premium was in excess of 100%. We have removed these transactions because we consider it likely that the acquirer in these transactions would be paying for special value and/or synergies in excess of the standard premium for control. Whereas the purpose of this analysis is to assess the premium that is likely to be paid for control, not specific value to the acquirer.

The table above indicates that the long-term average control premium by acquirers of ASX-listed mining companies and all ASX-listed companies is approximately 37.77%, and 31.75%, respectively. However, in assessing the transactions included in the table above, we noted that control premiums appeared to be positively skewed.

In population where the data is skewed, the median often represents a superior measure of central tendency compared to the mean. We note that the median announced control premium over the assessed period was approximately 32.67% for ASX-listed mining companies, and 27.43% for all ASX-listed companies.

Based on the above, we consider an appropriate premium for control to be between 25% and 35%.

Appendix 4 – Independent Valuation Report



INDEPENDENT TECHNICAL ASSESSMENT AND VALUATION REPORT

Presented To: Megado Minerals Limited


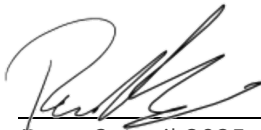


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Executive Summary

Valuation and Resource Management Pty Ltd (**VRM**) was engaged by Megado Minerals Ltd (ASX: MEG) (**Megado** or the **Company**) but instructed by BDO Corporate Finance Australia Pty Ltd (**BDO**) to prepare an Independent Technical Assessment Report (**Report** or **ITAR**), including valuation for the Mineral Assets of Megado. The ITAR is prepared to assist BDO in completing its Independent Expert Report (**IER**) in relation to a proposed transaction associated with the acquisition of 80% of the shares in Iberian Copper Pty Ltd which owns 100% of Iberian Copper SL that owns the Iberian Copper Project in Northern Spain (**Proposed Transaction**). The Proposed Transaction involves the issue of 175 million shares in Megado and two additional tranches of 175 million performance rights based on Mineral Resource Estimate - based milestones.

Megado intends to acquire the Iberian Copper Project (**ICP**), located in northern Spain, and has an exploration agreement on the North Fork Rare Earth Project (**North Fork**). The Company also owns the Cyclone Project (**Cyclone**) and K Project (**K Project**) that were originally acquired targeting lithium in Canada and tenure in Ethiopia that was previously explored for gold. VRM notes the Megado ASX release of 19 December 2024 where North Fork is subject to an Exploration Agreement and Option to Purchase by Pure Exploration (USA) LLC a subsidiary of Iluka Resources Limited (ASX: ILU) (**Iluka**). While the Company retains interests in tenure in Ethiopia that it has previously explored for gold, it is now seeking to divest these (ASX release dated 27 January 2023). Collectively, these form the Mineral Assets of the Company (**Mineral Assets** or **Projects**).

This Report has been prepared as a public document, in the format of an independent specialist's report and in accordance with the guidelines of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets – the 2015 VALMIN Code (**VALMIN**) and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – the 2012 JORC Code (**JORC**). The Report documents the technical aspects of the tenements along with explaining valuations for the properties applying the principles and guidelines of the VALMIN and JORC Codes.

This Report is a technical review and valuation opinion of the mineral assets being acquired by Megado. VRM understands that BDO will include the Report within its IER relating to the Proposed Transaction.

Applying the principles of the VALMIN Code, VRM has used several valuation methods to determine the value of the mineral assets. Importantly, as neither the principal author nor VRM hold an Australian Financial Securities Licence, this valuation is not a valuation of Megado but rather an asset valuation of the mineral properties of the respective companies.

The Valuation Date is 31 March 2025 and remains current / considers commodity prices as at 3 April 2025. VRM provided a redacted draft report on 11 March 2025 to BDO for factual accuracy checking by the companies. The final report includes any updated technical information associated with the factual accuracy checking conducted by the Company.

As commodity prices, exchange rates and cost inputs fluctuate, this valuation is subject to change over time. The valuation derived by VRM is based on information provided by Megado along with publicly available data, including ASX releases and published technical information. VRM has made reasonable endeavours to confirm the accuracy, validity and completeness of the technical data that forms the basis of this Report. The opinions and statements in this Report are given in good faith and under the belief that they are accurate and not false nor misleading.

The default currency is Australian dollars (unless otherwise stated). As with all technical valuations, the valuation included in this Report is the likely value of the mineral projects, not an absolute value. A range of likely values for the various mineral assets is provided, with that range indicating the accuracy of the valuation.

Megado Projects

Megado intends to acquire an 80% interest in the ICP in the provinces of Navarra and Aragón in northern Spain. The Project comprises 12 permits currently in application over an area of 956km², which hosts historical copper mines and occurrences with limited modern exploration.

The Company previously entered an agreement in April 2022 to explore and potentially purchase North Fork in Idaho, USA. At the time, North Fork consisted of up to 530 claims covering approximately 44km² with outcrops of rare earth element (**REE**) mineralised rock. Previous exploration included channel sampling which Megado has followed up with mapping and airborne geophysical surveying. Recently Megado announced that it had executed an exploration agreement with option to purchase with subsidiary of Iluka in relation to the North Fork Project.

Megado retains 100% interest in the Cyclone and K Projects in the James Bay District of Northern Canada. These were initially acquired to target lithium potential, but Cyclone is now also being considered for gold.

Megado is seeking to divest but currently retains a majority interest in five tenements in Ethiopia that are prospective for gold.

VRM has estimated the value of the projects on an equity ownership basis, considering the technical information supporting their prospectivity. As of the Valuation Date, the Projects contain no declared Mineral Resource Estimates prepared applying the guidelines of JORC.

The valuation has been prepared as a sum of the parts with the value attributed to each exploration Project group. The primary valuation of the exploration tenements was via the Geoscientific / Kilburn method, apart from North Fork that was based on the most recent transaction value. Secondary valuations were determined based on the Prospectivity Enhancement Multiplier (**PEM**) method and the Geoscientific / Kilburn method for North Fork.

Valuation Opinion

VRM has estimated the value of the Projects considering the technical information available as at the Valuation Date as described further in the body of the Report.

There are declared no Mineral Resource estimates within the Projects owned by Megado according to the guidelines of JORC. It is uncertain whether future exploration will result in the definition of any further Mineral Resource estimates on any of the Projects.

Conclusions

Considering the exploration potential of the Projects, in VRM's opinion, the Mineral Assets being acquired or currently owned by Megado have a combined market value of between **A\$2.7 million** and **A\$7.3 million** with a preferred value of **A\$5.0 million on an equity ownership basis**. These valuations and the value of the combined assets are summarised in the table below.

Country	Project	Method	Status	Lower Valuation (A\$M)	Preferred Valuation (A\$M)	Upper Valuation (A\$M)
Spain	ICP	Geoscientific	Primary	0.9	1.9	2.9
		PEM	Supporting	1.8	1.9	1.9
USA	North Fork	Actual transaction	Primary	1.0	1.3	1.6
		Geoscientific	Supporting	1.0	1.9	2.8
		PEM	Supporting	1.8	2.0	2.3
Canada	Cyclone	Geoscientific	Primary	0.6	1.3	2.0
		PEM	Supporting	0.4	0.5	0.5
Canada	K Project	Geoscientific	Primary	0.01	0.02	0.03
		PEM	Supporting	0.1	0.2	0.2
Ethiopia	Various	Geoscientific	Primary	0.3	0.6	0.8
		PEM	Supporting	0.7	1.2	1.7
Combined		Preferred Valuation		2.7	5.0	7.3

Note the totals may not add due to rounding in the valuations. Megado has 80% ownership in ICP and some of the projects in Ethiopia that has been taken into account.

1. Introduction

Valuation and Resource Management Pty Ltd (**VRM**) was engaged by Megado Minerals Ltd (ASX: MEG) (**Megado** or the **Company**) but instructed by BDO Corporate Finance Australia Pty Ltd (**BDO**) to prepare an Independent Technical Assessment Report (**Report** or **ITAR**), including valuation for the Mineral Assets of the Company. The ITAR is prepared to assist BDO in completing its Independent Expert Report (**IER**) in relation to a proposed transaction associated with the acquisition of 80% of the shares in Iberian Copper Pty Ltd which owns 100% of Iberian Copper SL that owns the Iberian Copper Project (**ICP**) in Northern Spain. The transaction will involve the issue of 175 million shares in Megado and two additional tranches of 175 million performance rights based on Mineral Resource Estimate - based milestones (**Proposed Transaction**).

The Mineral Assets of Megado include the Cyclone Lithium Project (**Cyclone**) and the K Lithium Project (**K Project**) in the James Bay Region of Quebec in Canada. The Company also entered an agreement to explore and potentially purchase the North Fork Rare Earth Project (**North Fork**) in Idaho, USA. The Company also lists tenure in Ethiopia in its most recent Quarterly Report (ASX release dated 31 January 2025).

1.1 Compliance with the JORC and VALMIN Codes and ASIC Regulatory Guides

In preparing the ITAR, VRM has applied the guidelines and principles of the Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets – the 2015 VALMIN Code (**VALMIN**) and the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves – the 2012 JORC Code (**JORC**). Both industry codes are mandatory for all members of the Australasian Institute of Mining and Metallurgy (**AusIMM**) and the Australian Institute of Geoscientists (**AIG**). These codes are also requirements under Australian Securities and Investments Commission (**ASIC**) rules and guidelines and the listing rules of the Australian Securities Exchange (**ASX**).

This ITAR is a Public Report as described in the VALMIN Code (Clause 5) and the JORC Code (Clause 9). It is based on, and fairly reflects, the information and supporting documentation provided by Inca Resources, previous owners, and associated Competent Persons as referenced in this ITAR and additional publicly available information.

1.2 Scope of Work

VRM's primary obligation in preparing this ITAR is to independently describe and value the Mineral Assets of Megado applying the guidelines of the JORC and VALMIN Codes. These require that the Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the Projects.

VRM has compiled the Report based on the principle of reviewing and interrogating both the documentation of the Company and companies previously involved in the Projects and their consultants, as well as other material exploration within the areas. This Report is a summary of the work conducted, completed, and reported on the Projects to 3 April 2025, based on information supplied to VRM by the Company, and other information sourced in the public domain, to the extent required by the VALMIN and JORC Codes.

VRM understands that its review and report will be included in the Scheme Booklet, and as such, it is understood that VRM's review will be a public document. Accordingly, this report has been prepared in accordance with the requirements of the 2015 VALMIN Code.

1.3 Statement of Independence

VRM was engaged to undertake an ITAR of the assets of Megado. This work was conducted applying the principles of the JORC and VALMIN Codes, which in turn reference ASIC Regulatory Guide 111 Content of expert reports (**RG111**) and ASIC Regulatory Guide 112 Independence of Experts (**RG112**).

Deborah Lord and Paul Dunbar of VRM have not, within the past two years had any association with Megado, its individual employees, or any interest in the securities of Megado or potential interest, nor are they expected to be employed by the Company after the proposed transaction, which could be regarded as affecting their ability to give an independent, objective, and unbiased opinion. VRM will be paid a fee for this work based on standard commercial rates for professional services. The fee is not contingent on the results of this review and is estimated to be approximately \$43,000.

1.4 Declarations and Qualifications

The Report was prepared by Ms Deborah Lord as the primary author. Mr Paul Dunbar reviewed this report and peer reviewed the valuation.

The Report and information that relates to geology, exploration results, exploration potential and mineral asset valuation is based on information compiled by Ms Deborah Lord, BSc (Hons), a VALMIN Specialist and Competent Person who is a Fellow of the AUSIMM, Chartered Professional (Valuation) and a Member of the AIG. Ms Lord is a Director of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposits under consideration and to the activity being undertaken to qualify as a Competent Person under the 2012 JORC Code and a Specialist under the 2015 VALMIN Code. Ms Lord is the Chair of the VALMIN Committee and consents to the inclusion in the Report of the matters based on her information in the form and context in which it appears.

The information that relates to mineral asset valuation was peer reviewed by Mr Paul Dunbar, BSc (Hons), MSc (Minex), a VALMIN Specialist who is a Fellow of the AusIMM and Member of the AIG. Mr Dunbar is a Director of VRM and has sufficient experience, which is relevant to the style of mineralisation, geology, and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person under the 2012 JORC Code and a Specialist under the 2015 VALMIN Code. Mr Dunbar consents to the inclusion in the Report of the matters based on his information in the form and context in which it appears.

1.5 Reliance on Experts

The authors of the Report are not qualified to provide extensive commentary on the legal aspects of the tenure of the mineral properties or the compliance with the legislative environment and permitting in Spain, Canada or the USA. In relation to the tenement standing, VRM has relied on the information publicly available on the databases of the relevant government organisations as detailed in this report. On this basis VRM has confirmed the tenements which constitute the Projects held by Megado are in good standing. The Company has confirmed the tenement status of its Project.

In respect of the information contained in this report, VRM has relied on information and technical reports obtained from Megado or in the public domain including but not limited to:

- Presentation material including several cross sections and plans.
- Information provided by Megado including exploration announcements and reports.
- Various Megado ASX releases including but not limited to,
 - ASX announcements of the proposed acquisition on 5 November 2024, and the exploration agreement on 19 December 2024
 - Annual Reports
 - Quarterly Reports
 - ASX releases detailing exploration activities.
- Various ASX releases from previous owners and neighbouring companies.
- Publicly available information including several publications on the regional geology and tectonic evolution of the Project areas; and
- Government Regional datasets, including geological mapping and explanatory notes.

All information and conclusions within the Report are based on information that VRM requested from Megado to assist with this report and other relevant publicly available data to 3 April 2025.

Reference has been made to other sources of information, published and unpublished, including government reports where it has been considered necessary. VRM has, as far as possible and making all reasonable enquiries, attempted to confirm the authenticity and completeness of the technical data used in the preparation of the Report and to ensure that it had access to all relevant technical information. VRM has assessed the content of these reports and information and confirm that the contents are reasonable and that they meet the Reasonable Grounds Requirements. VRM has relied on the information contained within the reports, articles and databases provided by Megado as detailed in the reference list. A draft of the Report was provided to BDO for provision to the Company, for the purpose of identifying and addressing any factual errors or omissions prior to finalisation of the Report. The valuation sections of the Report were not provided to the Company until the technical aspects were validated and the Report was declared final.

This ITAR contains statements attributable to third parties. These statements are made or based upon statements made in previous technical reports that are publicly available from either government departments or the ASX. The authors of these previous reports have not consented to the statements' use in the Report, and these statements are included in accordance with ASIC Corporations (Consent to Statements) Instrument 2016/72.

1.6 Site visit

A site visit to the Projects was not undertaken for this ITAR.

VRM does not believe that undertaking a site visit would provide any additional information that would materially change the opinions, conclusions or valuation contained within the Report.

2. Iberian Copper Project - Spain

2.1 Location and Tenure

In Spain, Megado executed an agreement to acquire an 80% interest in the ICP in the provinces of Navarra and Aragón. The Project comprises 12 permits that are currently in application (Table 1, Appendix A) over an area of 956km² that hosts historical copper mines and occurrences with limited modern exploration.

Project access is via national and local roads that transect the region (Figure 1). Drilling can be conducted throughout the year.

Table 1: Megado ICP Tenure Summary (refer to Appendix A for detail)

Project	Type	Holder	Area (km)	Status
Eslava	Investigation	Iberian Copper SL	84.30	Application
Etayo	Investigation	Iberian Copper SL	59.10	Application
Solana	Investigation	Iberian Copper SL	86.70	Application
Cáseda	Investigation	Iberian Copper SL	34.50	Application
Arás	Investigation	Iberian Copper SL	27.30	Application
Quiteria	Exploration	Iberian Copper SL	97.20	Application
Biel	Exploration	Iberian Copper SL	94.50	Application
Murillo	Exploration	Iberian Copper SL	94.50	Application
La Sotonera	Exploration	Iberian Copper SL	94.50	Application
Sebayés	Exploration	Iberian Copper SL	94.50	Application
Castilsabás	Exploration	Iberian Copper SL	94.50	Application
Labata	Exploration	Iberian Copper SL	94.50	Application
TOTAL			956.10	

Megado has 80% interest in all project tenure. Tenements are under application / pending.

VRM understands that an Exploration Permit allows the holder to conduct reconnaissance exploration whereas an Investigation Permit includes the right to conduct drilling. The Company generally either negotiates an acceptable arrangement with the landowner or may compulsorily drill without landowner consent. VRM has been informed that based on the experiences of previous exploration teams, landowners in the area are generally pragmatic and typically within a week of receiving the Investigation Permit you can be drilling.

The Megado tenements in Spain were validated by VRM reviewing the tenement information provided by the Spanish Mining Cadastre in April 2025. The area and status for each tenement were validated by VRM during the search.

VRM is not qualified or a specialist in the mining tenure or mining acts of Spain and no warranty, actual or implied is made regarding the validity or security of the tenure summarised in Table 1 and listed in Appendix A. VRM notes that these are all at application stage, but the Company expects the applications to be granted between April and June 2025. The valuation has been adjusted to reflect this risk.

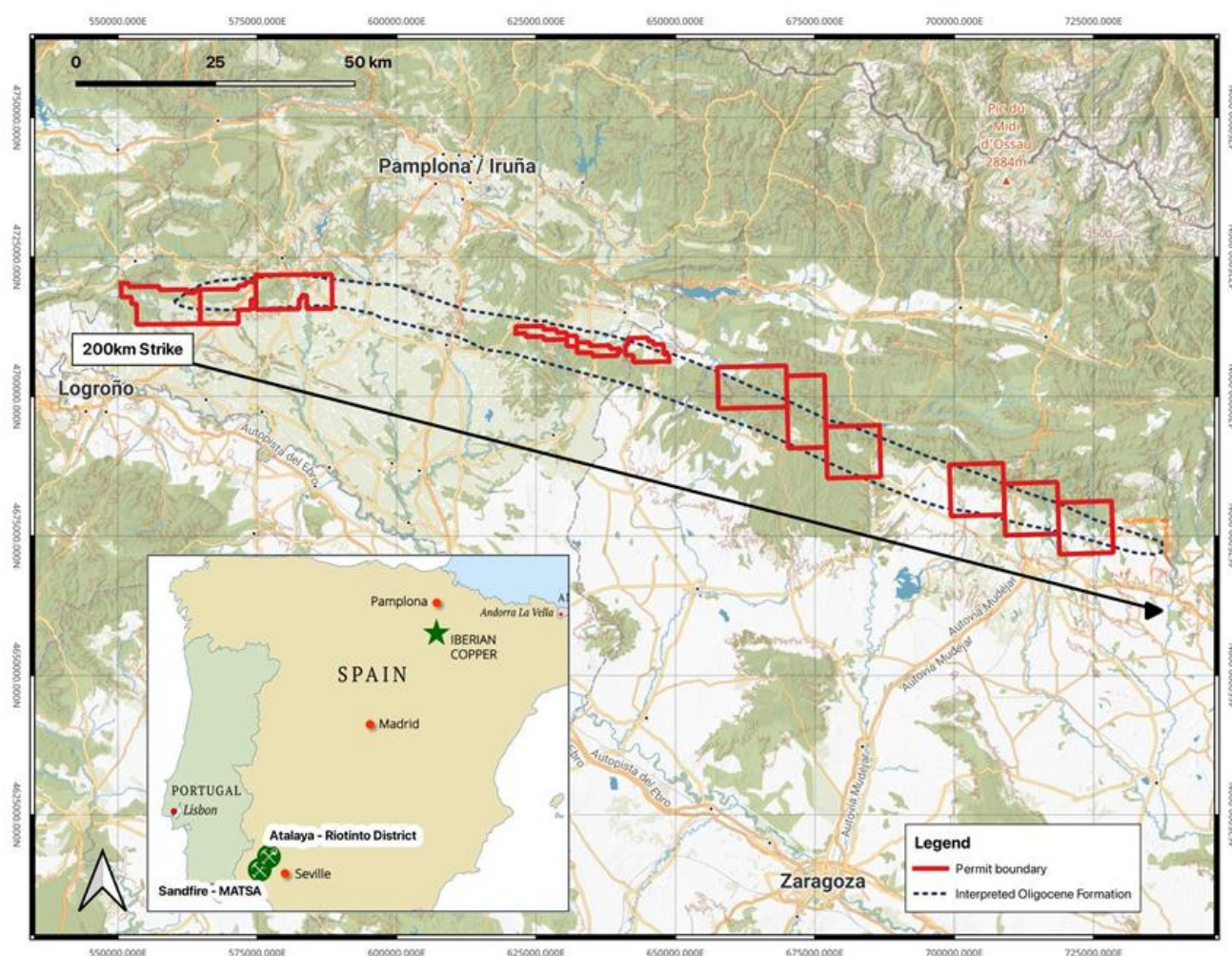


Figure 1: Location of Iberian Copper Project being acquired by Megado in Spain

Source: ASX: MEG 5 November 2024

2.2 Regional Geological Setting and Mineralisation

The regional geology is taken from Subías et al (2003). The project tenure is located along the South Pyrenean foreland basin (**SPFB**). Sandstone-hosted copper occurrences are hosted within the Jaca and Ebro Basins which formed as foreland basins to the Pyrenees that developed during the collision of the Iberian microplate and Europe (Figure 2).

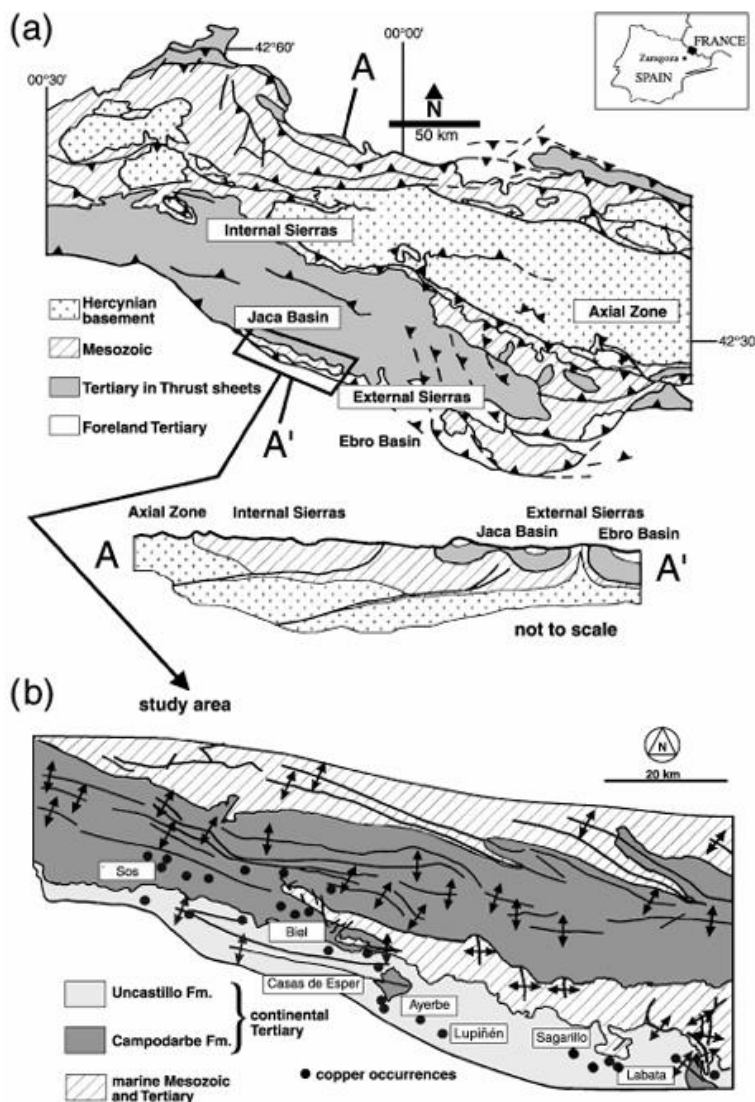


Figure 2: Regional geology maps of the (a) Pyrenees and (b) Jaca and Ebro basins showing copper occurrences in northern Spain

Source: Subías et al (2003) Figure 1 including a north-south section A-A'

The Pyrenees linear mountain chain formed in the late Cretaceous to Miocene collision between Iberia and Europe. Continued compressional tectonics resulted in the well-defined southern basin, the SPFB and the geometry and subsequent infill is split into four stages according to Subías et al (2003).

The Late Cretaceous Stage I is characterised by turbidite trough formation resulting in the crust being restored to its initial thickness in Stage II during the Paleocene. Initial subduction in the early to middle Eocene occurred in Stage III whereas the Stage IV during the late Eocene to Oligocene is distinguished by thrust sequences and formation of continental sequences of the Campodarbe and Uncastillo Formations (refer to Figure 2) which are the principal hosts of the copper occurrences.

The Campodarbe Formation includes clastic continental sediments of the Jaca Basin consisting of alternating beds of sandstone and silts / clay units aged at 39-31 Ma. The Uncastillo Formation includes alluvial fan systems, ranging from lowermost conglomerates through dominant interbedded clays, silts and sandstone.

Disseminated copper mineralisation occurs intermittently in both the Campodarbe and Uncastillo Formations forming an approximately east-west belt of 150km extent.

The best exposed and most copper-rich occurrence is called Coto Biel and consists of eight mineralised sandstone layers ranging from 1 to 8m thick that extend for about 3.5km. Copper minerals at Biel were known from Roman times and mined prior to World War I. Subsequent exploration between 1969 and 1975 was conducted by Asturiana del Zinc (Subías et al, 2003) with zones of mineralisation defined at averages grades of 1.9% copper (**Cu**), 1% lead (**Pb**) and 0.1% zinc (**Zn**).

Like Biel, the Sos historical mine is also within the Campodarbe Formation and Subías et al (2003) observe that these stratabound copper occurrences occur in the basal portion of the unit below an unconformity dated at 32Ma. In contrast, copper occurrences in the Uncastillo Formation such as Sagarillo, Labata, Ayerbe, Casa de Esper, occur above the unconformity but are considered by Subías et al, (2003) to have less economic potential.

Three types of mineralisation are documented being associated with organic / carbonaceous matter, stratiform and disseminated. Polished sections demonstrate a variety of copper sulphide minerals. Sulphides, native metal and oxidised copper mineralisation occur within elongate lenses in fluvial sandstones and conglomerates (Subías et al, 2003).

The Company is targeting the Oligocene region of Northern Spain related to this style of mineralisation within the Project areas.

2.3 Local Geology and Mineralisation

The local geology and mineralisation are most recently documented by Megado in JORC Table 1 information (ASX: MEG announcement dated 5 November 2024).

The tenement areas are characterised by antiforms that trend EW to NE-SW comprised of middle Eocene - Oligocene age sedimentary units. In the northern areas these sequences dip gently north but in the south dip direction is vertical in orientation or overturned.

The overlying Tertiary sedimentary sequences are reported to be thick due to the strong basin subsidence. Megado notes that within this sedimentological evolution, the Oligocene represents the beginning of continental sedimentation, which evolves from fluvial to lacustrine environments. The basal part of the Oligocene sandstones is of particular importance because as noted above this shows strong relationships with historical copper occurrences and was targeted in exploration work conducted in the 1970s by the Spanish Government and Asturiana del Zinc (now Glencore) (MEG ASX release dated 5 November 2024).

Megado compiled the location of historical copper mines and copper occurrences in relation to the Project tenement applications as shown in Figure 3.

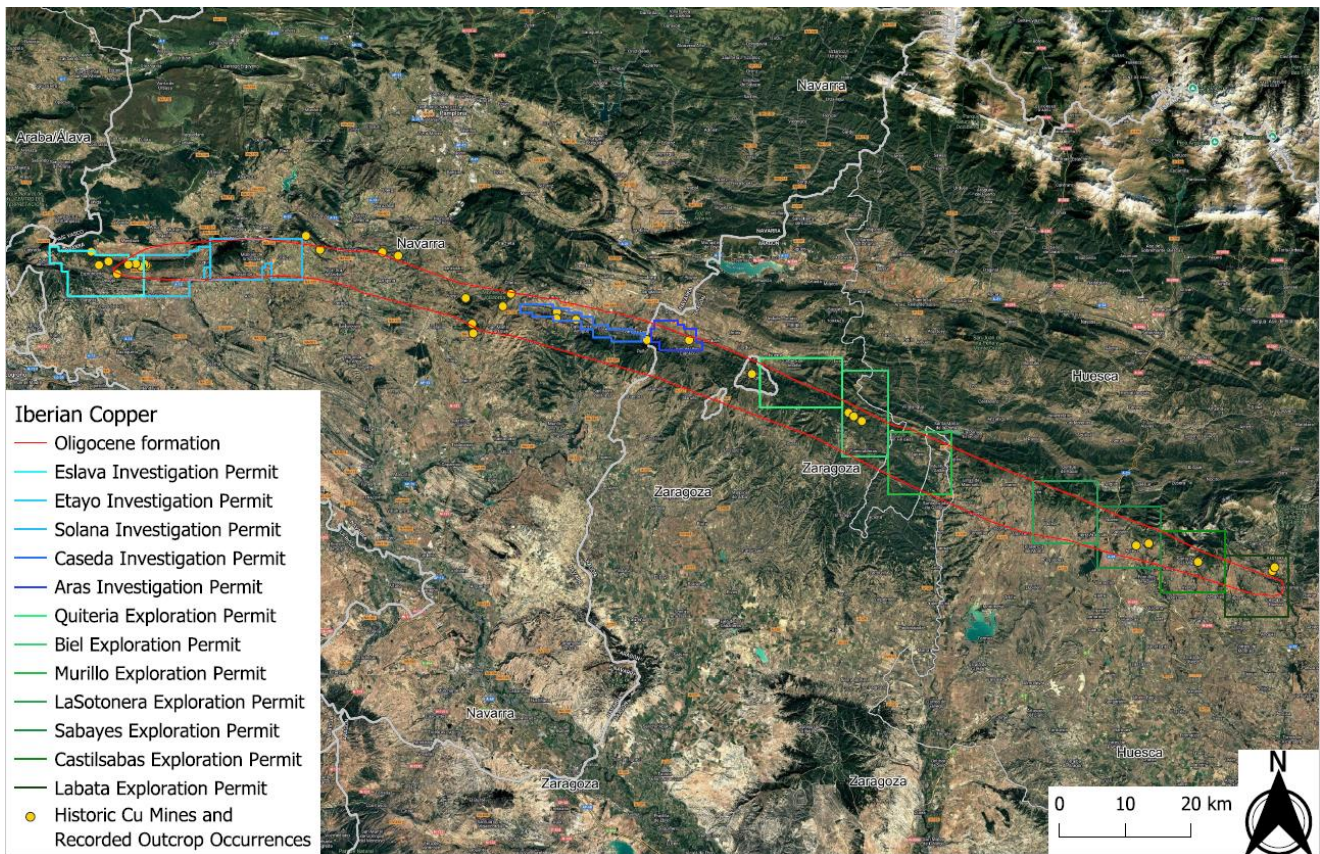


Figure 3: Image showing tenure applications, historical copper mines and recorded outcrop copper occurrences in the ICP, northern Spain

Source: Megado, 2025 by email

2.4 Previous and Current Exploration

Megado completed initial selective rock fragment sampling from the St Emilia former mine that is located within the central licence application of the westernmost tenement block (Figure 4).

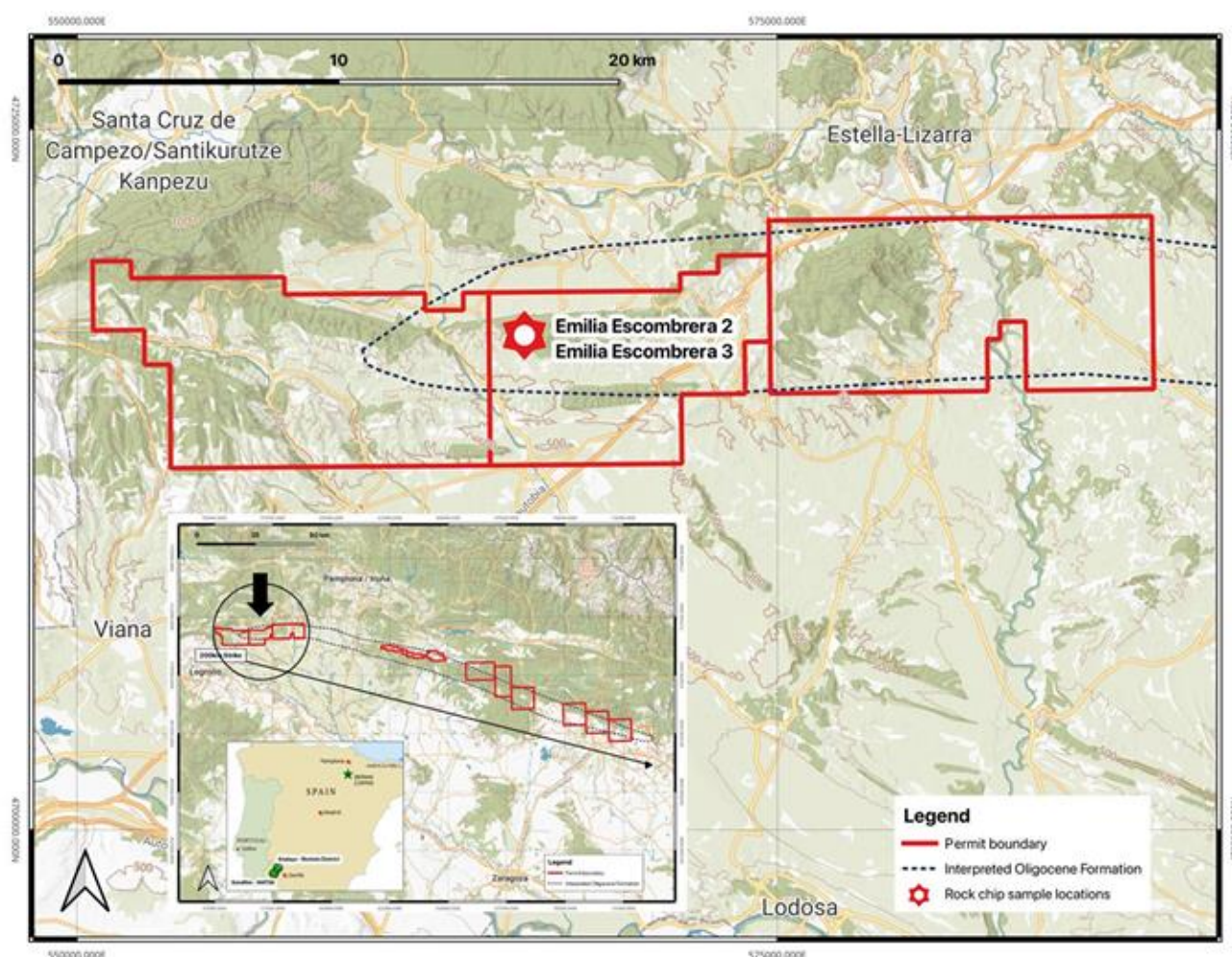


Figure 4: Location of rock fragment samples from St Emilia in the western tenement group

Source: ASX: MEG 5 November 2024

The rock chip results related to a 2.1kg sample and a 377g sample. The results of the analysis are summarised below (Table 2) with full details including JORC Table 1 information in the original announcement (ASX: MEG 5 November 2024).

Table 2: St Emilia selective rock chip results from Emilia copper occurrence

Sample ID	Easting (ETRS 89)	Northing (ETRS 89)	Cu %	Ag g/t	Al %	Pb ppm	Zn ppm	V ppm
Emilia E2	565289.1	4717549.9	9.66	141	4.11	420	1,569	57
Emilia E3	565284.3	4717569.1	1.51	12	5.62	113	35	49

Source: ASX: MEG 5 November 2024

Megado is currently developing a program of works to establish priority targets for ongoing exploration including drill testing.

2.5 Exploration Potential

The ICP has potential for sediment-hosted copper style mineralisation. Megado is currently compiling historical exploration data from the 1970s so it remains unknown what has been completed and the quality of this work given its vintage.

Access to the tenure is also uncertain as the licences are under application, and the region, while having historical mines, may present challenges for modern exploration depending on competing land uses.

The ICP is very early stage and conceptual. While historical mines and previous exploration demonstrate copper potential, deposits identified to date appear small, and the risk remains high.

The Company has indicated to VRM that once granted the Company's current commitments are as follows:

- Investigation permits:
 - The mining law requires the holder to perform the work that is proposed in the plan. Megado has presented a budget for the first year of investigation permits of 305,000€. In addition, the law requires 10% of that to be available from Day 1 for the mines department as a guarantee that the work will be completed, being 30,500€ for each permit.
 - Environmental guarantees for investigation permits must be deposited in a bank the day the permit is obtained 140,419.05€.
- Exploration permits:
 - The Company must perform the work proposed in the permit application, in this case 427,013.44€.

Based on the information provided by the Company supported by a Board resolution, VRM understands that the total mandatory spend for the first year is 872,442.09€ or A\$1,503,663 as at the Valuation Date.

3. North Fork Rare Earth Project - USA

3.1 Location and Tenure

The Company entered an agreement in 2022 to explore and potentially purchase North Fork in Idaho, USA. The Project comprises 530 unpatented / patented Bureau of Land Management (**BLM**) mining lode claims covering approximately 44km². Serial numbers of the tenure are summarised below (Table 3) with associated BLM serial numbers, claim numbers and further information provided in Appendix A. The S&P Capital IQ Property ID is 66897.

Table 3: North Fork Tenure Summary (refer to Appendix A for detail)

State	Project	Title / Serial Numbers	Holder	Anniversary Date
Idaho	North Fork	311548; 311550 to 311553	Felix Strategic Minerals LLC	09/02/2025
	North Fork	327955 to 328064	Felix Strategic Minerals LLC	09/02/2025
	North Fork	328067 to 328116	Felix Strategic Minerals LLC	09/02/2025
	North Fork	328118 to 328178	Felix Strategic Minerals LLC	09/02/2025
	North Fork	328180 to 328209	Felix Strategic Minerals LLC	09/02/2025
	North Fork	328212 to 328271	Felix Strategic Minerals LLC	09/02/2025
	North Fork	328277 to 328396	Felix Strategic Minerals LLC	09/02/2025
	North Fork	328404 to 328475	Felix Strategic Minerals LLC	09/02/2025
	North Fork	331547 to 331568	Felix Strategic Minerals LLC	09/02/2025

Megado announced on 19 December 2024 that it had executed an agreement with PURE Exploration (USA) LLC, a wholly owned subsidiary of Iluka Resources Limited (ASX: ILU) (**Iluka**) in relation to the North Fork Project

Megado initially entered an exploration agreement with option to purchase North Fork with Felix Strategic Minerals Pty Ltd (**FSM**) in April 2022. North Fork originally comprised 499 claims covering approximately 42km². FSM, through its wholly owned subsidiary Felix Strategic Minerals LLC held the contractual rights, title and interest in North Fork.

Twenty-two additional claims were acquired by Megado in early 2023, increasing the area to approximately 45km². At the same time, 48 new lode claims were acquired near Johnson Creek in Montana (ASX: MEG announcement dated 27 February 2023) but later that year the Company elected not to renew these to focus on the claim areas in Idaho (ASX: MEG announcement dated 17 October 2023). The current claims are summarised above in Table 3 and detailed in Appendix A.

North Fork is situated northwest of Salmon (Figure 5) and access is by road from major cities Idaho Falls or Missoula each about 2.5 hours' drive. The Project is at about 1,000m to 2,100m elevation and winter snowfall can occur between October and May but the area also has a semi-arid climate. Access within the claims is via existing roads used for logging operations.

The Megado tenements have been validated by VRM reviewing the tenement information provided by the Idaho BLM. VRM is not qualified or a specialist in the mining tenure or mining acts of USA and no warranty, actual or implied is made regarding the validity or security of the tenure.

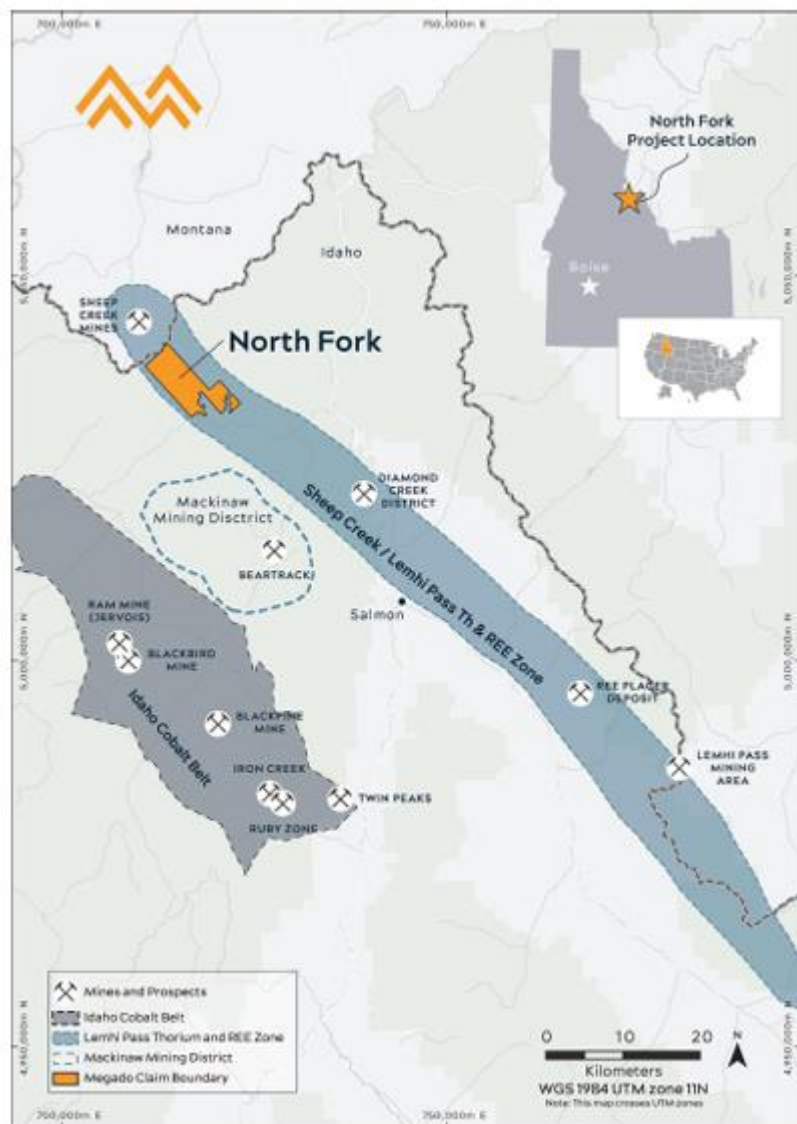


Figure 5: Location of North Fork Project in Idaho, USA

Source: ASX: MEG Annual Report 2023 announcement dated 28 March 2024

3.2 Regional Geological Setting and Mineralisation

North Fork is situated in the Rocky Mountain area, a series of mountain ranges with diverse geological origins that form part of a ranges North American Cordillera. The Project area is within the Salmon River Mountains of east-central Idaho within the Cordilleran fold and thrust belt and in the Basin-and-Range province (Link and Janecke, 1999). The regional geology reflects a long and complex geological history as shown in Figure 6.

The North Fork project tenure is located within the Sheep Creek – South Creek area, mountains that extend northwest from the town of Salmon. Middle Proterozoic metasedimentary rocks of the Belt Supergroup form the Salmon River Mountains that is aged 1470 – 1390 Ma (Link and Jenecke, 1999). To

the northwest of Salmon, a bimodal suite of granitic rocks and mafic plutonic rocks intrude the Belt Supergroup metasediments at approximately 1370 Ma.

The Project tenure is within a belt of sediments considered by Megado prospective for rare earth element (**REE**) mineralisation due to the known occurrences (Figure 7) and carbonatite veins, an igneous rock type known to host REE.

The Rocky Mountains have a long history of mining with the town of Salmon being established in 1869 after the discovery of gold at Leesburg. The region also has stratiform historical Pb-silver (**Ag**)-Zn deposits in the Lemhi River valley district and various historical base metal occurrences such as Pb-Zn veins and replacements and Cu skarns related to Eocene intrusions (Link and Janecke, 1999).

More recently, the region has been subject to exploration for other minerals. The Idaho Cobalt Operations (**ICO**) deposit owned by Jervois Global Ltd is the Blackbird District to the SW (see Figure 7).

In respect to rare earths, Idaho has several known deposit areas. The Lemhi Pass area, approximately 80km to the SE of North Fork, has several known REE deposits, mostly related to numerous thorium and REE-bearing veins hosted in Precambrian quartzites and siltites (Gillerman, 2011). Similar REE-rich and carbonatite veins are in the Diamond Creek and Mineral Hill district in the vicinity of North Fork. Black sand placer deposits occur in central Idaho which were mined for REE in the 1940s and 1950s (Gillerman, 2011).

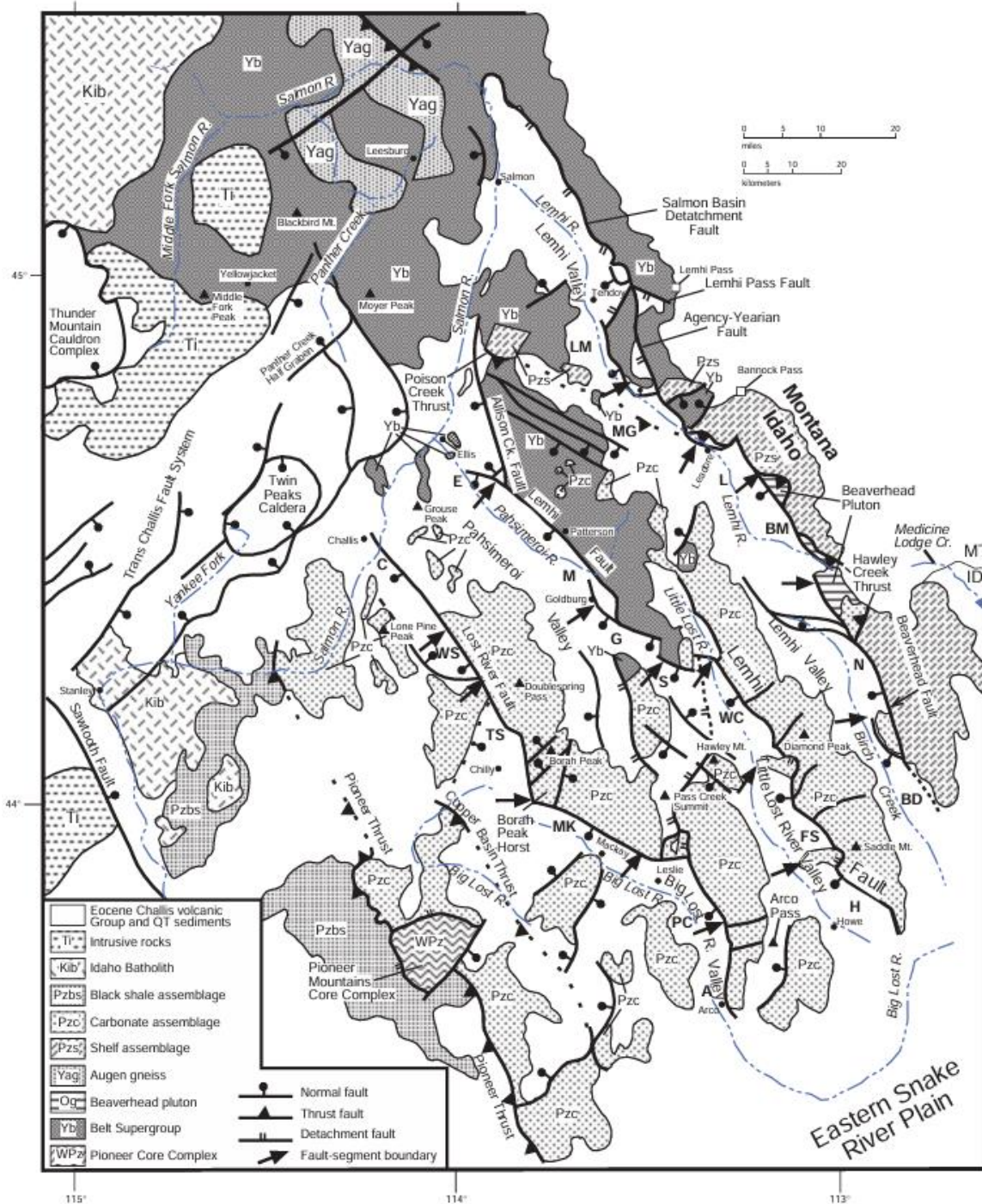


Figure 6: Regional geology maps of pre-Tertiary rocks of east-central Idaho with the Salmon River area in the top left corner of the map

Source: Link and Janecke (1999) Figure 2

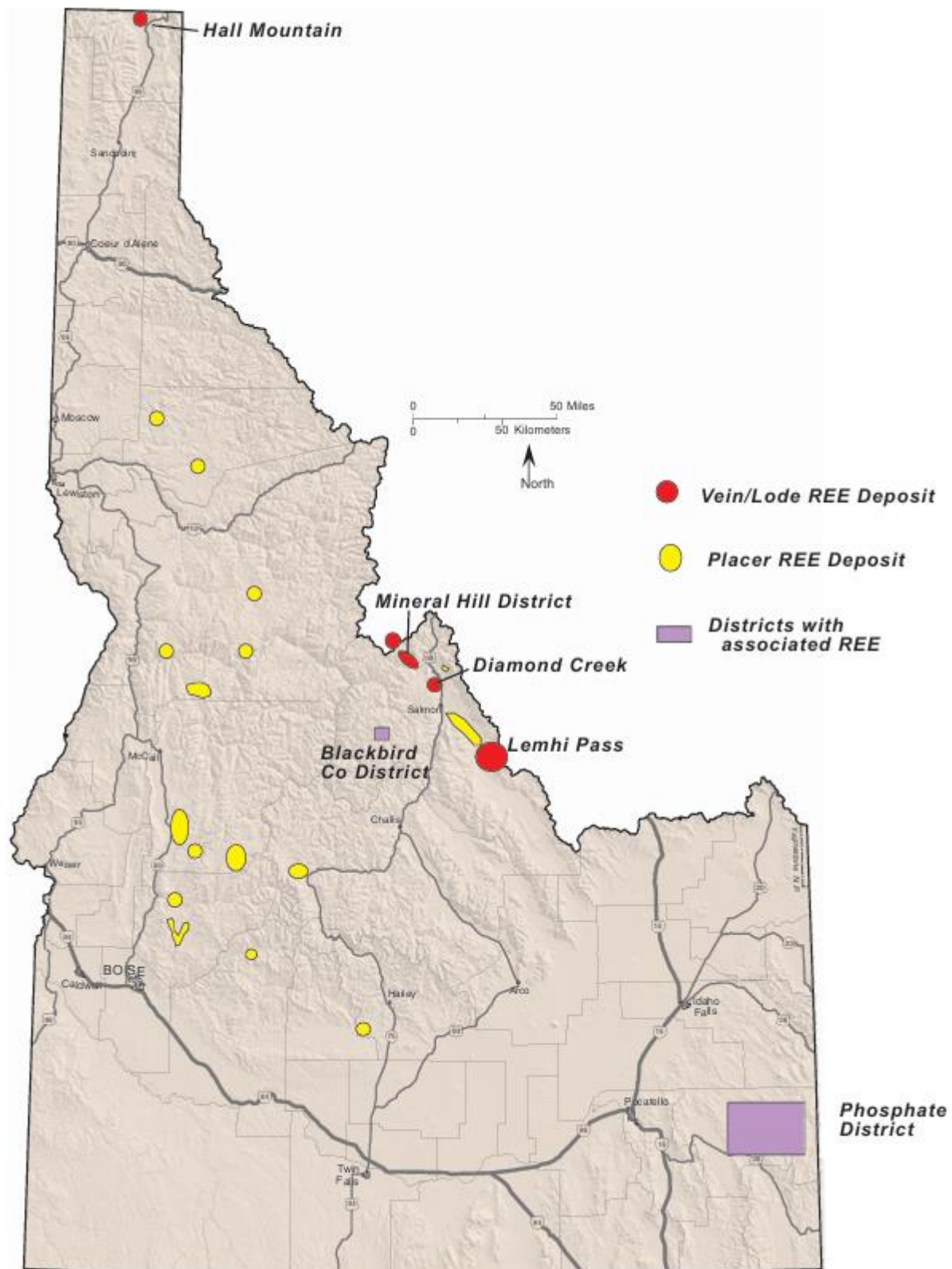


Figure 7: Location of rare earth deposits in Idaho, with the North Fork project in the Mineral Hill district

Source: Gillerman, 2011 Figure 1

3.3 Local Geology and Mineralisation

The local geology is taken from Megado (ASX: MEG announcement dated 14 April 2022).

The North Fork area (Figure 8) is dominated by Proterozoic aged geology consisting of metamorphosed amphibolite and gneiss with younger Paleozoic carbonatite intrusions and minor felsic dykes. The area is structurally complex with thrust folding and faulting.

REE mineralisation is associated both with carbonatite intrusions as dykes and sills, and in some cases within pegmatite intrusions or as dissemination within the host rock.

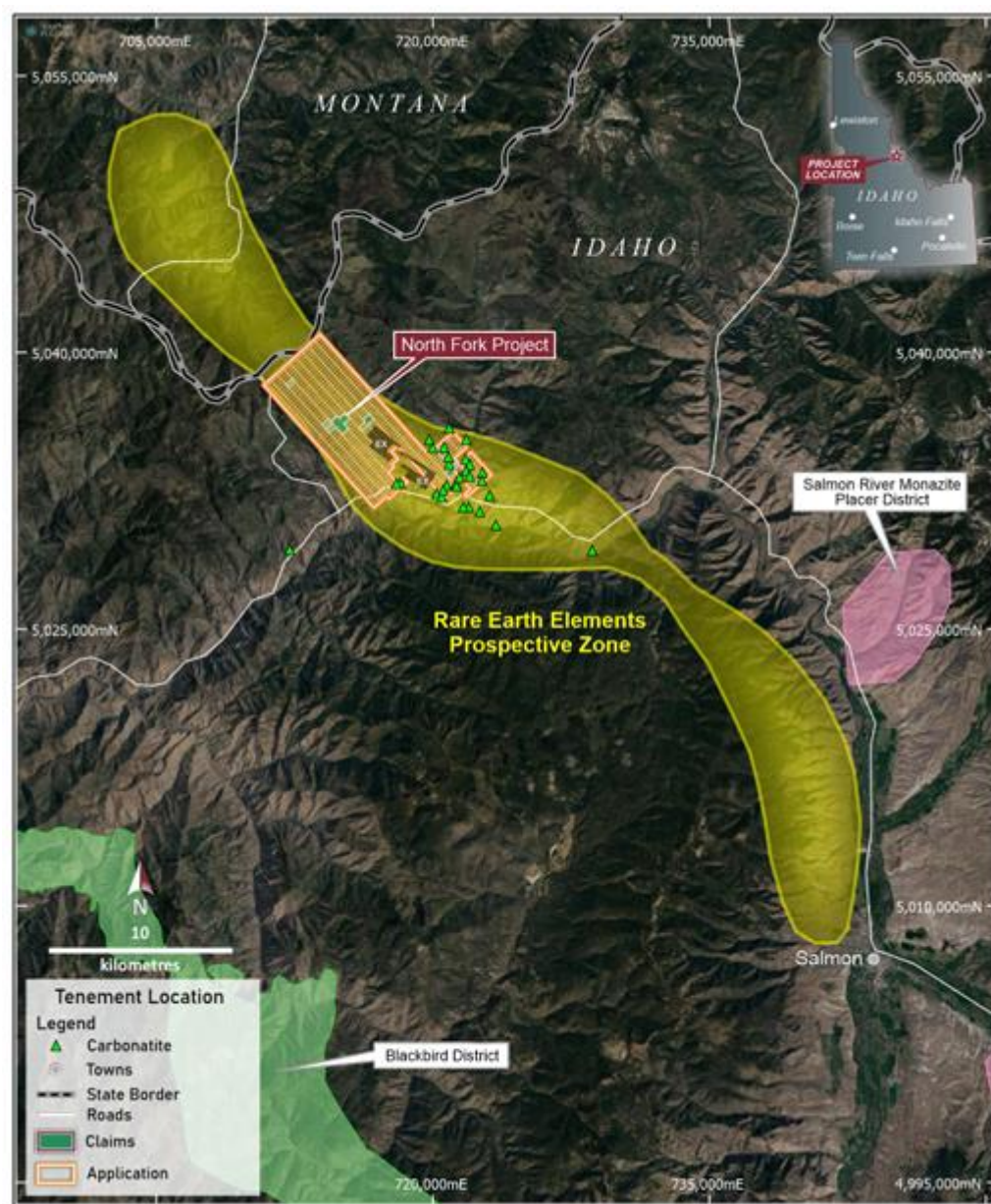


Figure 8: Location of the North Fork project in Idaho close to the state boundary with Montana

Source: ASX: MEG announcement dated 14 April 2022

3.4 Previous and Current Exploration

In the late 1940s prospecting for uranium in the Lemhi Pass area discovered thorium and REE bearing veins that were then discovered to the northwest in a belt stretching between Idaho and Montana. The Mineral Hill district was explored through the 1950s with carbonatite veins hosting rutile and monazite recorded but the deposits considered uneconomic at the time (Gillerman, 2011).

This early documentation was captured by the United States Geological Survey (USGS), the Idaho Bureau of Mines and Geology and the Atomic Energy Commission. It promoted renewed exploration in the early 2000's by companies prior to Megado. For example, US Rare Earths Inc. conducted channel sampling and followed up with initial drill testing in 2013 – 2014. This work identified several prospect areas known as Silver King, Cardinal and Jackpot with these results summarised in Figure 9.

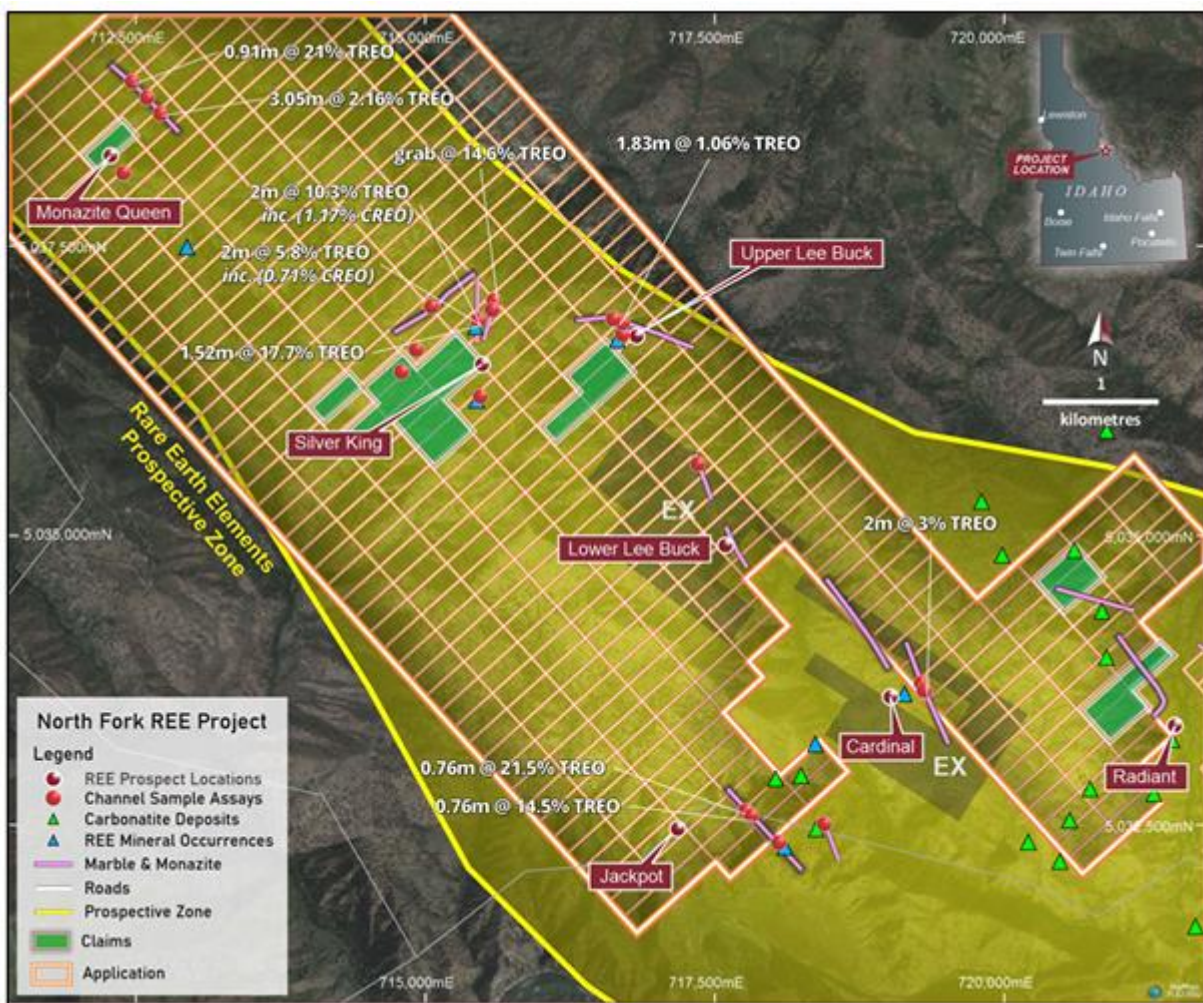


Figure 9: Location of previous exploration results from channel sampling at North Fork

Source: ASX: MEG 14 April 2022

Megado acquired the property in 2022 and commenced reconnaissance exploration with broad scale mapping identifying carbonatites and sampling of outcropping veins. The rock sample assay results confirming previous REE anomalism at Silver King and identified a new prospect area at Dutchler located approximately 300m to the east (Figure 10).

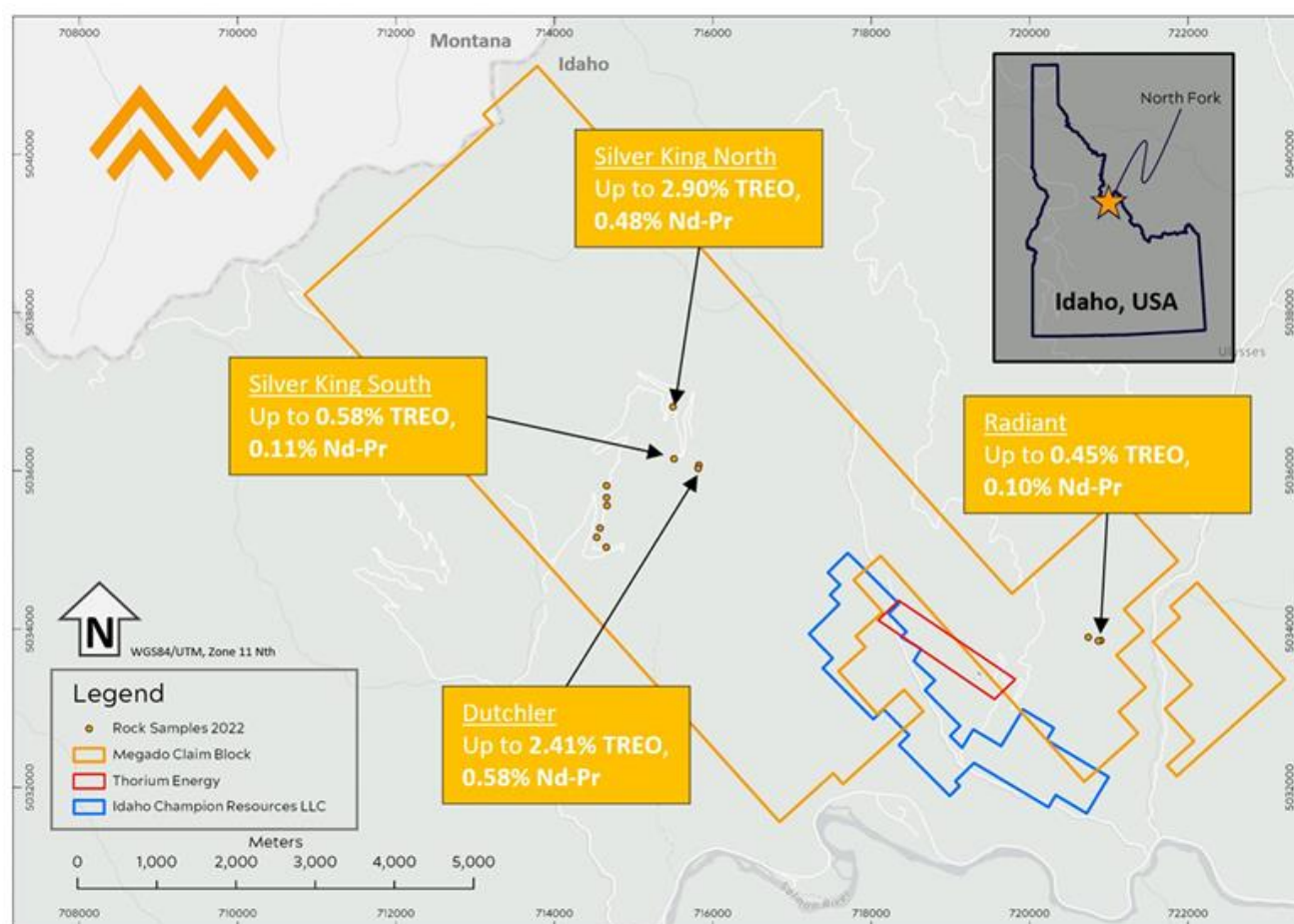


Figure 10: Location of Megado rock chip results from initial sampling at North Fork

Source: ASX: MEG 15 September 2022

Exploration was paused due to a major bushfire in the area restricting access and by late 2022, options for government support to critical mineral exploration were being sought.

Further data compilation was conducted to assist with drill planning in 2023 with assay results for Total REE (**TREE**) and neodymium-praseodymium (**Nd-Pr**) reported in several announcements from this time (ASX: MEG 27 February 2023; 14 March 2023). Megado also compiled historical geophysical data from airborne magnetic (Figure 11) and radiometric surveys to assist in targeting the area for drill testing. A Plan of Operation was submitted to the government for proposed drilling at Silver King Prospect and more detailed airborne hyperspectral surveys were also conducted (Figure 12) in late 2023.

In early 2024, Megado reported that drill permitting continued to progress, but these were still not received by June 2024. Considering challenging market conditions for REE the Company's focus shifted to Canada (ASX: MEG 31 October 2024).

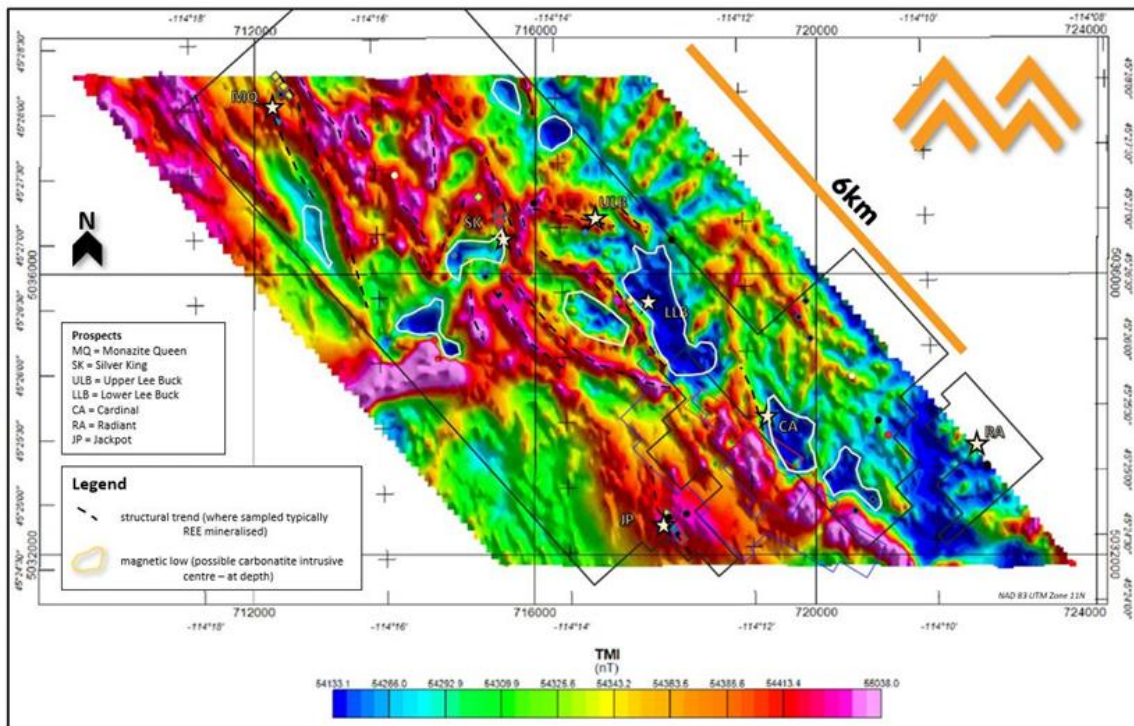


Figure 11: Total Magnetic Intensity image of North Fork Project area with interpreted intrusions

Source: ASX: MEG 29 March 2023

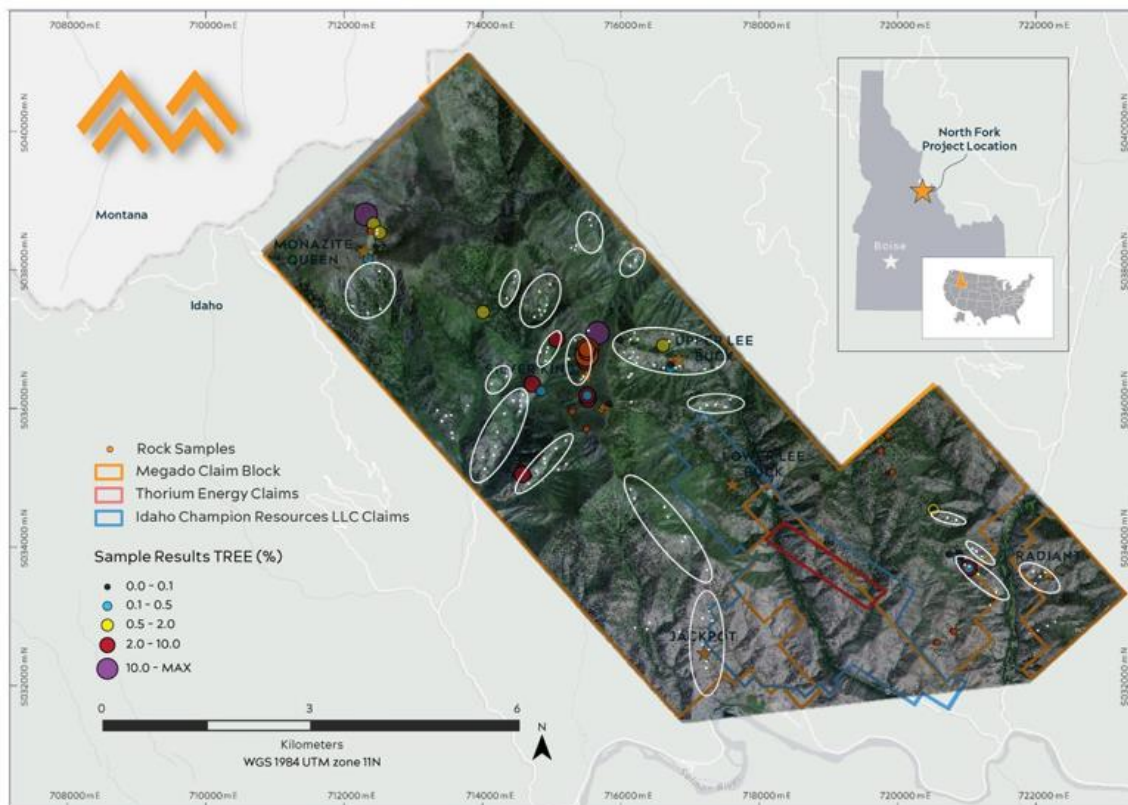


Figure 12: Summary of hyperspectral survey results from North Fork Project area

Source: ASX: MEG 2 November 2023

On 19 December 2024, Megado announced that it had executed an agreement with PURE Exploration (USA) LLC, a wholly owned subsidiary of Iluka Resources Limited (ASX: ILU) (**Iluka**) in relation to the North Fork Project. A three-tranche transaction is proposed whereby Iluka pays A\$500k and reimburses Megado up to US\$110k for a two-year right to explore the property. During this period Iluka may undertake a second-tranche payment of A\$1M to purchase the project and the third tranche relates to a production payment of A\$2M within 30 days of Iluka achieving US\$10M in revenues (or conversion to a 2% gross revenue royalty).

3.5 Exploration Potential

The North Fork Project has the potential for REE mineralisation related to known occurrences in the Mineral Hills District, as described above. Megado has compiled historical exploration data relating to rock chip sampling that demonstrates the presence of high grades, and geophysical data also indicates promising targets for drill testing.

Access to the tenure is challenging due to topography, winter snowfall and more recently bushfire events. Permits to conduct drilling have not been received but progress has been reported and VRM is uncertain whether these can be transferred to Iluka.

Nonetheless the announcement of Iluka executing an exploration agreement with option to purchase North Fork indicates the untested potential of the region.

The North Fork Project is an early-stage exploration property, but REE mineralisation is present over a potentially large area which has yet to be drill tested. At the time of writing Iluka had reported that it had secured an option agreement for a REE claims package in Idaho, but payment amounts were not disclosed, and it assumed that exploration has not yet commenced.

4. Cyclone and K Projects - Canada

4.1 Location and Tenure

The Company has 100% interest in the Cyclone and K Projects in the James Bay region of Northern Canada that is located at the southern end of Hudson Bay in the province of Quebec (Figure 13). Title numbers and holders of tenure are summarised below (Table 4) with associated areas and further information provided in Appendix A.

The Cyclone and K Projects in Canada were acquired by Megado in 2023 primarily targeting lithium mineralisation, but the region is also known to host nickel and gold mineralisation as outlined further below.

Cyclone consists of 302 contiguous claims covering approximately 150km² in the Aquilon Greenstone Belt that were acquired from DG Resource Management Ltd (**DGRM**) in February 2023. Megado reports that the project is accessible all year via the Trans Taiga Road from La Grande-Quatre that crosses the southern project area and the northern part via the La Forge 1 Road. However, field work such as mapping and sampling is restricted to the summer season due to snow cover and drilling must be helicopter supported making it expensive and is also undertaken in summer. Cyclone is located within Category-III lands and that the area is host to several others lithium and gold exploration properties (refer to Figure 13).

The K Project comprises 35 claims with an approximate area of 16km² that were also acquired from DGRM in September 2023. Megado reports that the project is situated 10km east of the James Bay Road / Billy Diamond Highway approximately 90km south of Raddison and Lake Kaychikutinaw. Field work conducted by Megado in 2023 was completed with helicopter support.

The Cyclone and K Project tenements were validated by VRM reviewing the tenement information provided by the Quebec Mining Title Management System. VRM is not qualified or a specialist in the mining tenure or mining acts of Canada and no warranty, actual or implied is made regarding the validity or security of the tenure.

Table 4: Cyclone and K Project Tenure Summary (refer to Appendix A for detail)

State	Project	Title / Serial Numbers	Holder	Acquisition / Grant Date	Anniversary Date
Quebec	Cyclone	2570967 to 2571116	9487-3700 Quebec inc.	30/06/2020	29/06/2026
	Cyclone	2571118 to 2571227	9487-3700 Quebec inc.	30/06/2020	29/06/2026
	Cyclone	2689526 to 2689547	9487-3700 Quebec inc.	16/11/2022	15/11/2025
	Cyclone	2633159 to 2633162	9487-3700 Quebec inc.	14/01/2022	13/01/2025
	Cyclone	2688326 to 2688341	9487-3700 Quebec inc.	13/11/2022	12/11/2025
Quebec	K Project	2667991 to 2688014	9487-3700 Quebec inc.	21/09/2022	20/09/2025
	K Project	2689874 to 2689884	9487-3700 Quebec inc.	21/09/2022	16/11/2025

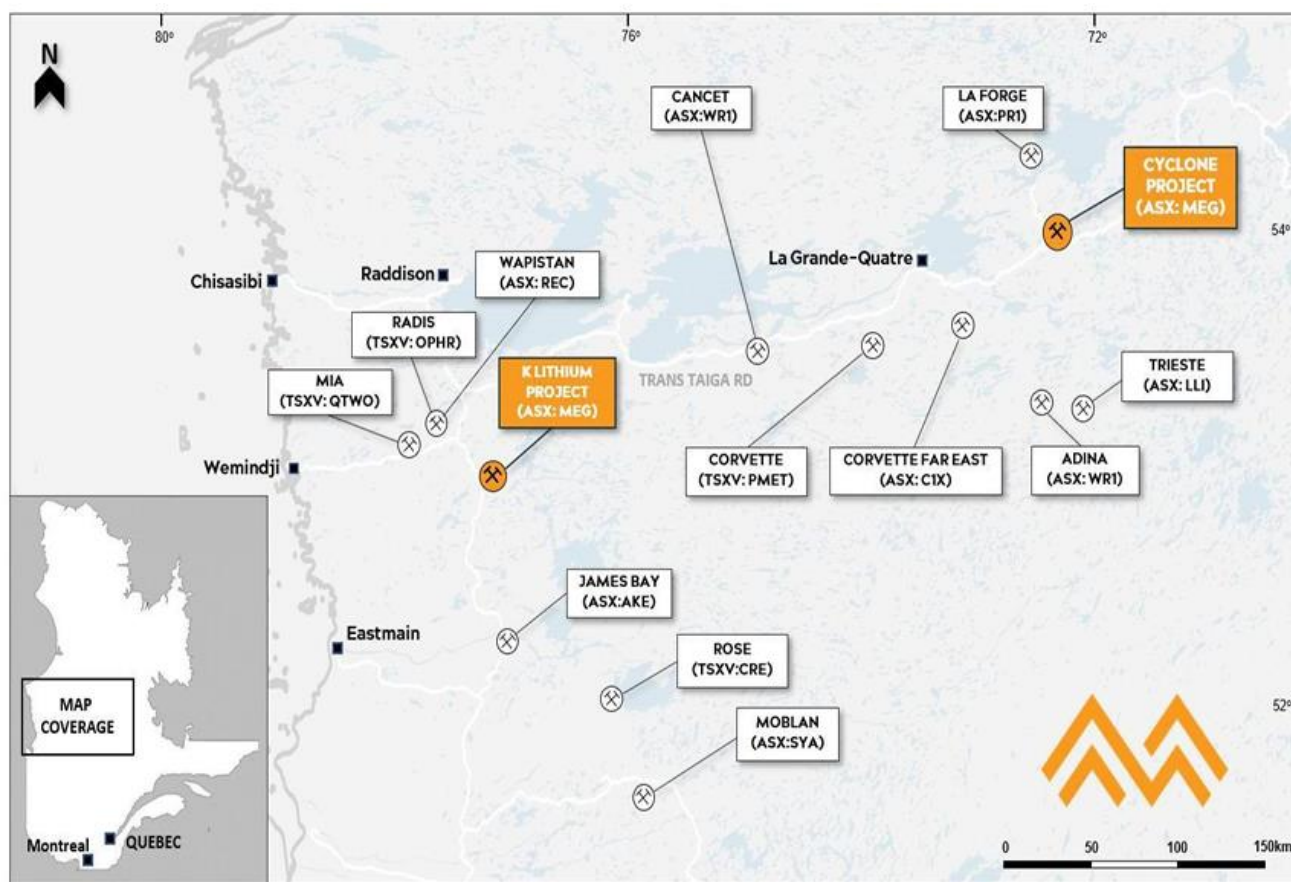


Figure 13: Location of Cyclone and K Projects of Megado in Quebec, Canada

Source: ASX: MEG Quarterly Activities Report – December 2024, announcement dated 15 January 2025

4.2 Regional Geological Setting and Mineralisation

The Cyclone and K Projects are situated in the La Grande sub-province (Figure 14) a subdivision of the Superior Province the core of the Archean aged Canadian Shield of North America.

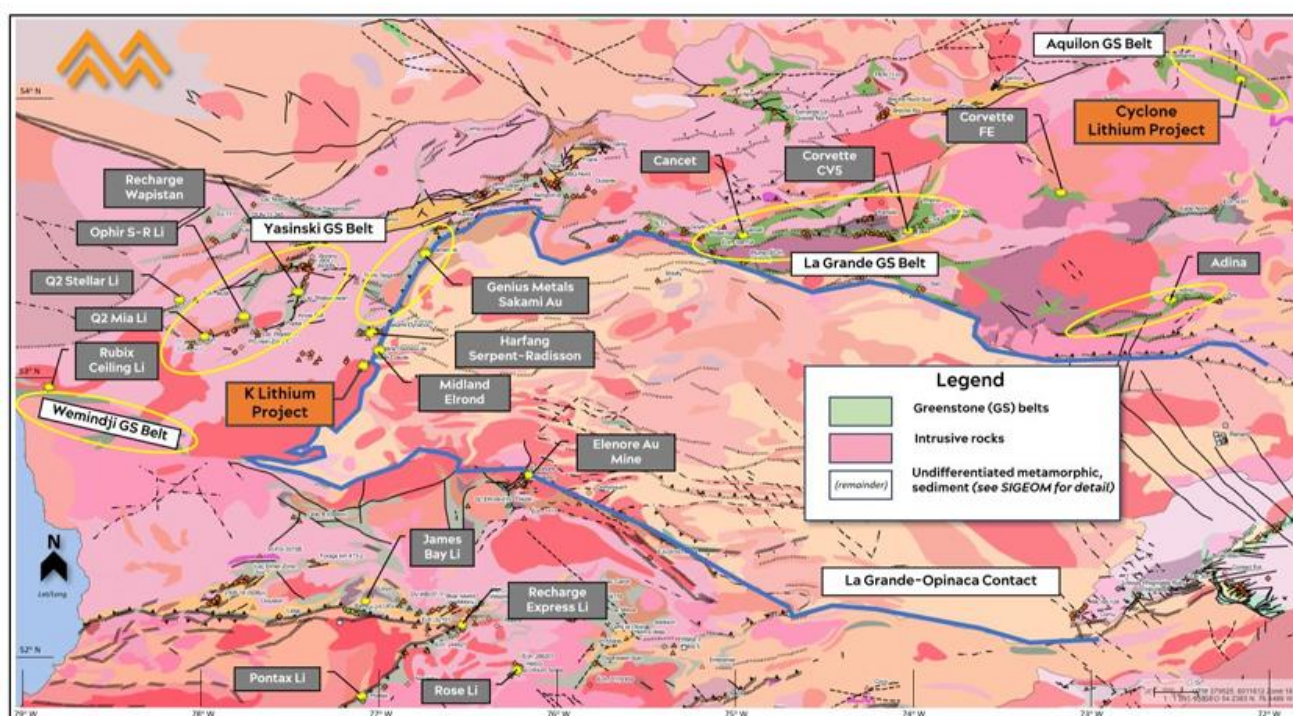


Figure 14: Regional geology of the Cyclone and K Projects in the La Grande sub-province showing selected greenstone belts and other exploration properties

Source: MEG ASX announcement dated 18 September 2023. Base geology from Quebec geoscientific database SIGEOM

Gold was first discovered in the James Bay region in the 1890s. However, given the remoteness of the area and limited roads at the time, it was not until the 1970s when hydroelectricity infrastructure was developed that the area started to open for minerals exploration.

The James Bay and Northern Quebec Convention treaty with First Nations people was put in place and subsequent agreements to encourage further long-term economic developments. By the 1990s one gold mine and one copper mine had opened and while exploration remains focused on gold, the area has also seen exploration for diamonds and lithium (Streetwise Reports, 18 March 2022).

The James Bay region was identified as an area of high lithium potential due to the presence of lithium, caesium, tantalum (**LCT**) pegmatite intrusions and spodumene bearing intrusions.

The Cyclone Project is located on an adjacent greenstone belt to other significant lithium project areas including the Corvette Project (owned by Patriot Battery Metals Inc. (ASX: PMT; TSX-V: PMET)) and the Adina Project (owned by Windsome Resources Limited (ASX: WR1)). More recently Megado has focused on the gold potential of the tenure package as the adjacent leases (Figure 15) to the northwest owned by Sirios Resources (TSX-V: SOI) (Sirios) are being targeted for mineralisation associated with previously identified gold showings.

The K Project is located to the south of other known lithium project areas including the Mia Project (owned by Q2 Metals (TSX-V: Q2WO)), the Radis Project (owned by Ophir Gold (TSX-V: OPHR)), the Wapistan Project (owned by Recharge Metals (ASX: REC) and the Serpent-Radisson Project (owned by Harfang (TSX-V: HAR)). Given the smaller tenement package and limited host rocks, the focus remains on lithium.

4.3 Local Geology and Mineralisation

The K Project is situated on the northern margin of an intrusive complex the Vieux Comptoir Granitic Suite. One subdivision of this suite is mapped as 'Spodumene Granite' (Suite 3) which was targeted for its potential to host lithium. Greenstone belts are not evident in the area based on information released by the Company on this Project.

The Cyclone Project extends across a larger footprint and is within the Aquilon Greenstone belt that comprises metabasalts, komatiites, metasediments and calc-alkaline felsic volcanic rocks (Figure 15). The larger tenement package and variety of host rocks including amphibolites, iron formation and ultramafic units offering potential for a broader range of targets for exploration including nickel and gold.

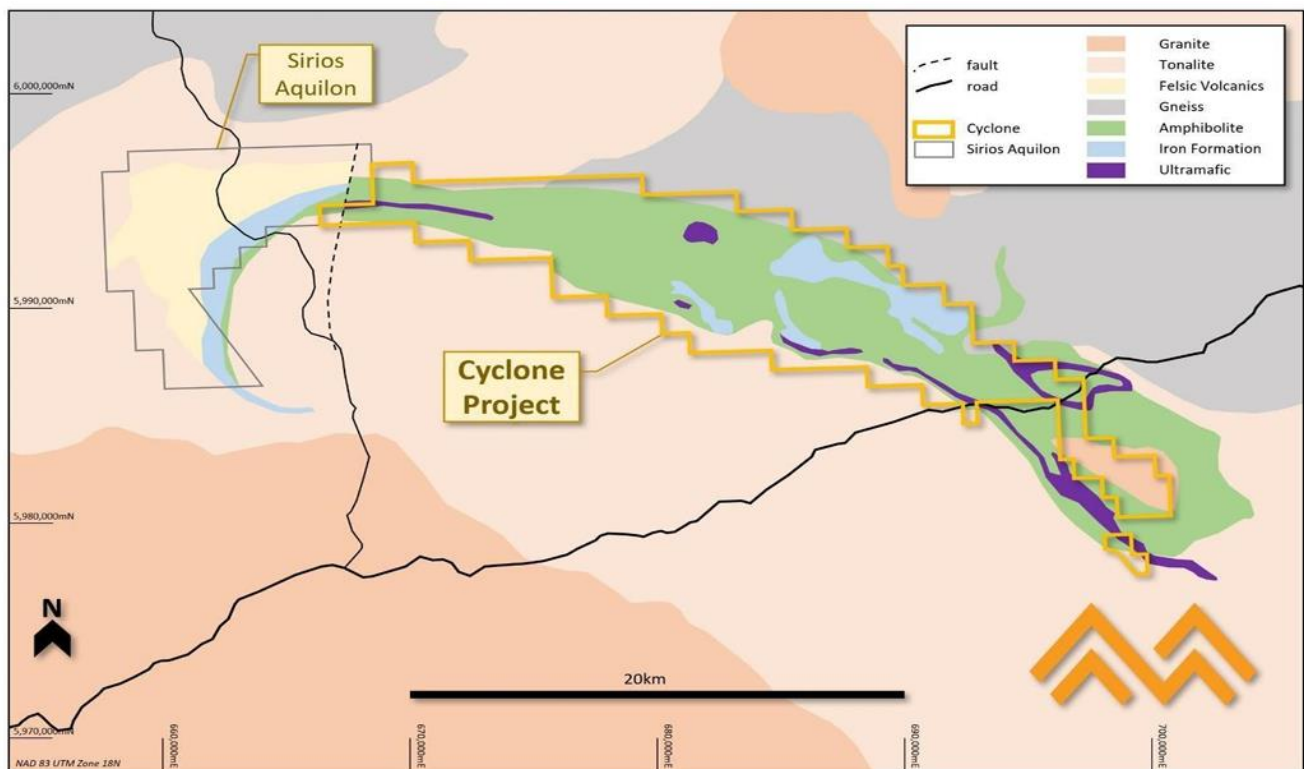


Figure 15: Regional geology interpretation of the Cyclone Project area showing tenure outline in the Aquilon greenstone belt in relation to Sirios Aquilon gold project area

Source: MEG ASX announcement dated 15 January 2025

4.4 Previous and Current Exploration

At the **Cyclone Project**, JORC Table 1 information released by the Company indicates that limited historical work has been conducted for lithium and that previous gold and nickel results require further verification (MEG ASX announcement dated 17 February 2023). VRM understands that there are no gold occurrences on the ground based on information from the Quebec Geological Survey interactive website SIGEOM but some nickel observations are noted. Historical rock chips from previous landholders returned some slightly anomalous results but sampling was limited.

VRM understands that the Company's rationale for gold exploration is based on the potential for structural features hosting gold mineralisation at the Aquilon Property owned by Sirios Resources (TSX-V: SOI) (**Sirios**) extending into the Cyclone Project. Most of the exploration conducted by Sirios is

focussed on the area known as the Wolf gold-bearing corridor (see Figure 16) that is regionally located at the fold hinge at the western end of the Aquilon belt. Megado considers that the reprocessing of aeromagnetic data (Figure 17) indicates that some of the structural features within the Cyclone Project may be consistent with those observed by Sirios.

Work by Sirios has returned promising results (refer to Sirios corporate presentation dated September 2021) and demonstrates the belt is known to host gold mineralisation but much more exploration needs to be conducted by Megado to demonstrate potential on its project tenure.

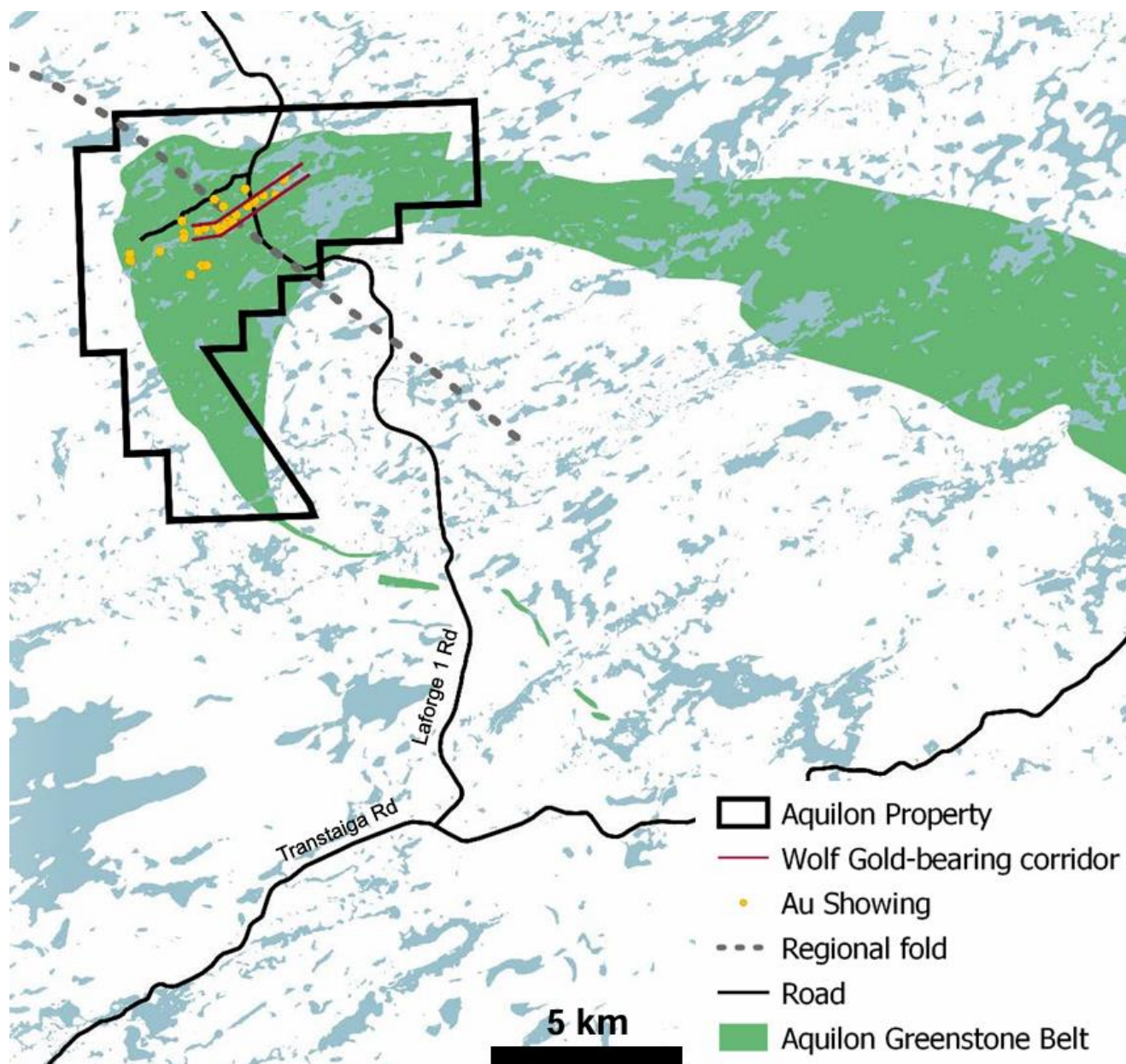


Figure 16: Plan of Aquilon Project owned by Sirios and Wolf gold-bearing corridor in the Aquilon greenstone belt

Source: SIO Corporate Presentation dated September 2021

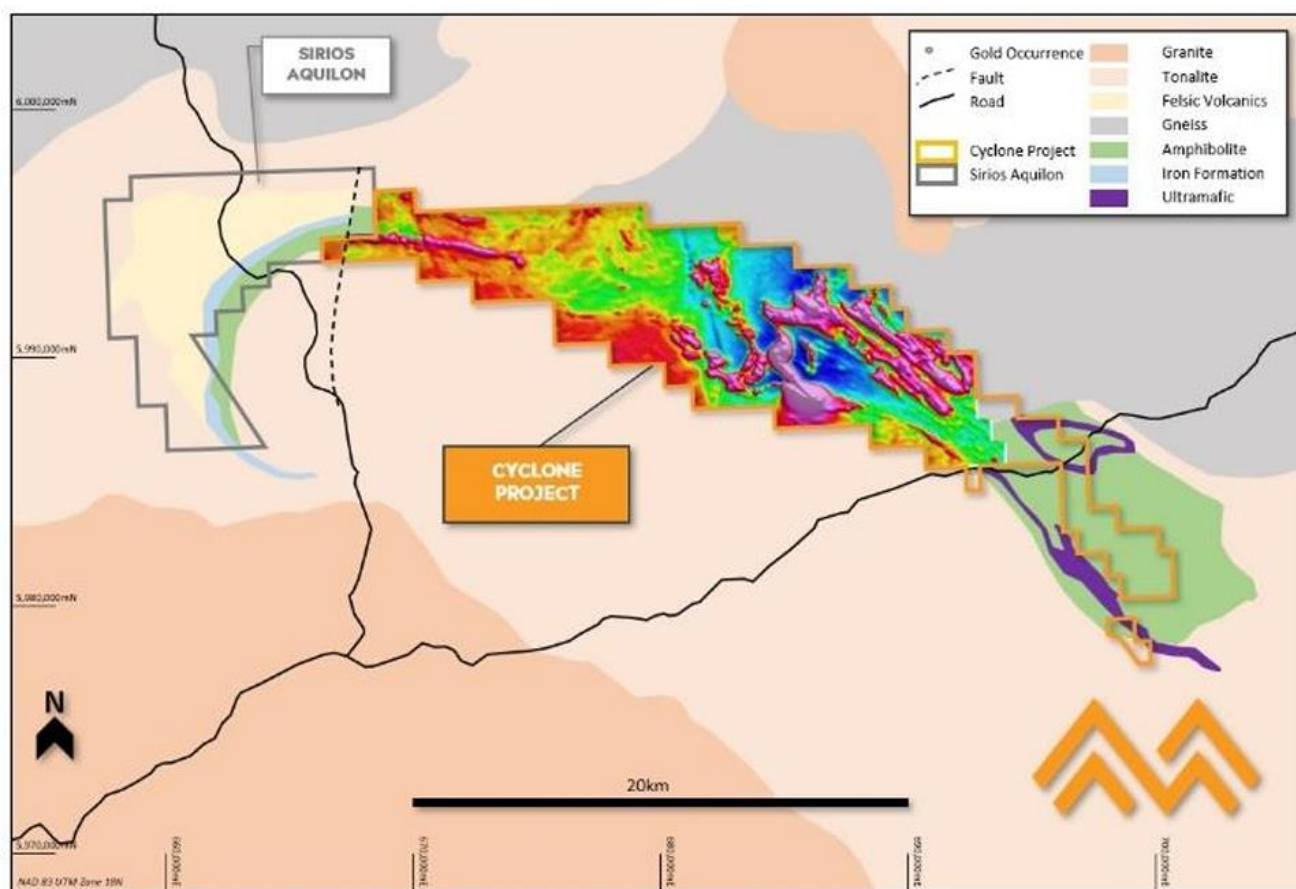


Figure 17: Results of 2022 aeromagnetic survey at Cyclone Project

Source: ASX: MEG 17 February 2023

Previous owners of the property DRGM conducted geophysical surveys in 2022 including heliborne magnetic and Time Domain electromagnetic (**TDEM**) data acquisition. The results of the surveys were imaged and targets identified corresponding to areas of higher magnetic and conductivity responses.

Megado commenced exploration in early 2023 and conducted analysis of Aster and Sentinel-2 satellite imagery hyperspectral data to identify potential lithium bearing pegmatite targets within the Project. This work led to an interpretation of nine clusters of targets (see MEG: ASX announcement dated 17 April 2023) with further interpretation ranking areas of interpreted pegmatite probability (see Figure 18) some of which are located close to existing roads.

Further integration of data and more detailed review was undertaken and field work commenced in June 2023 and drilling. Fieldwork was postponed due to fires in Quebec resulting in the government restricting access, but in-country consultants successfully completed initial field mapping in sampling as reported by Megado in September that year.

The Company reported that approximately 30% of the Cyclone Project area was traversed and sampled during this Phase 1 program, and rock samples were sent for analysis for lithium, REE and a multi-element suite (see ASX: MEG announcement dated 4 September 2023). Sixty-three rock samples were analysed with a focus on geochemical ratio analysis with 29 samples demonstrating a ratio of <5 Nb/Ta. Of these, eight showed a combined <270 K/Rb, and <5 Nb/Ta, and <18 Zr/Hf (see ASX: MEG announcement dated 9 October 2023). Some samples returned anomalous Ta and Rb as well as elevated Ni, Cr and PGE. On this basis, two areas were identified for ongoing exploration (Figure 19).

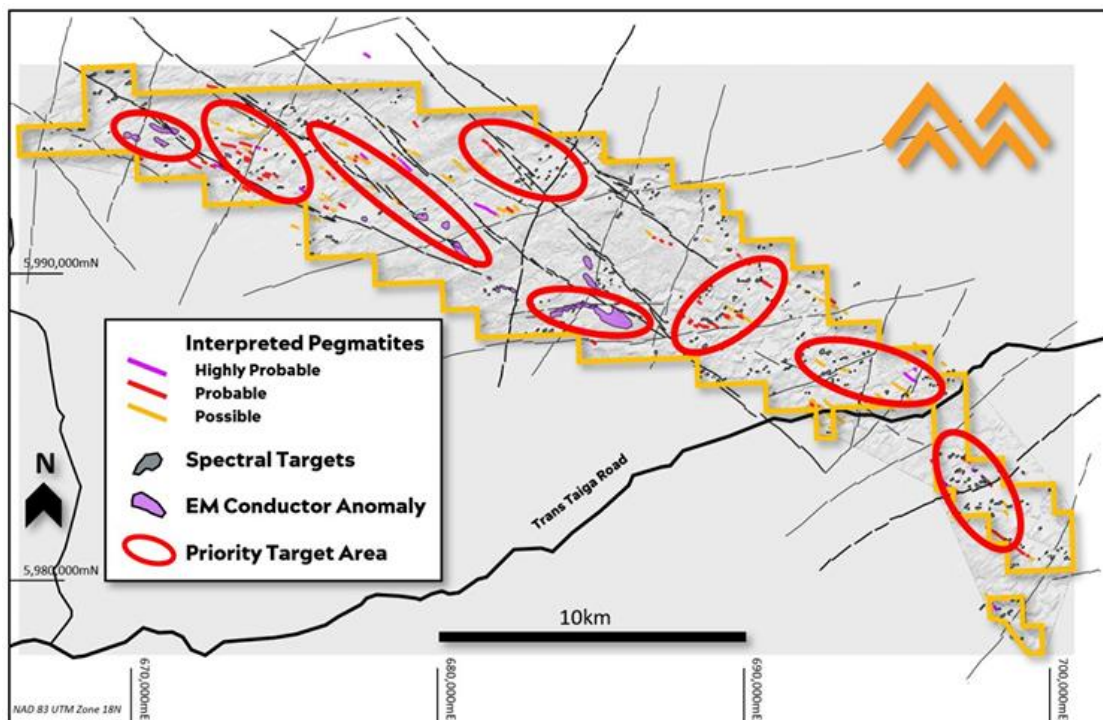


Figure 18: Results of combined hyperspectral interpretation and EM conductors showing interpreted pegmatite targets for further work at Cyclone

Source: ASX: MEG 29 May 2023

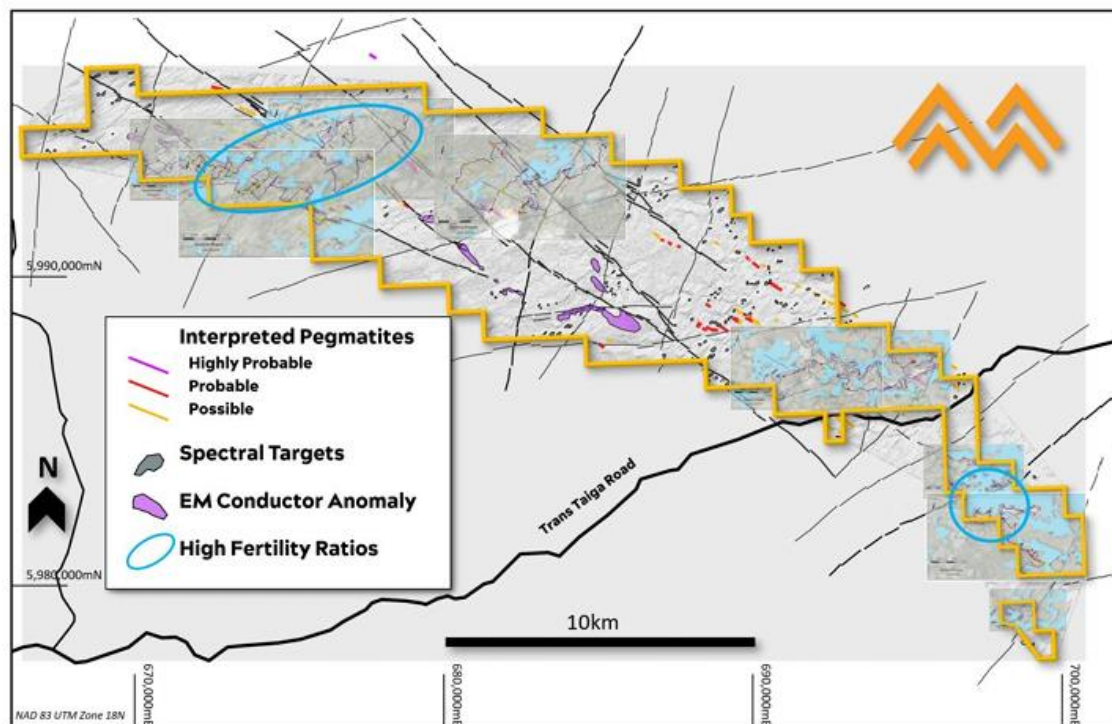


Figure 19: Results of Phase 1 field work showing area of favourable geochemical ratios and overlay of areas traversed at Cyclone

Source: ASX: MEG 31 January 2024

Also, during the 2023 field season the Company reported that field work was undertaken at the **K Project** with helicopter sampling conducted and 55 rock samples collected, some of which were on licences no longer held by the Company. Many of these were taken from areas of outcropping pegmatites while others related to pegmatitic zones within granite or granodiorite outcrops (refer ASX: MEG announcement dated 31 January and 9 February 2024).

Fifty-five rock samples were analysed, and one returned elevated lithium (120ppm Li) and three elevated caesium (>100ppm Cs) within the central claim block which is retained. Sixteen samples demonstrated geochemical ratios the Company considered consistent with higher degrees of fractionation (see ASX: MEG announcement dated 9 February 2024). Geochemical results from the K Project are summarised in Figure 20.

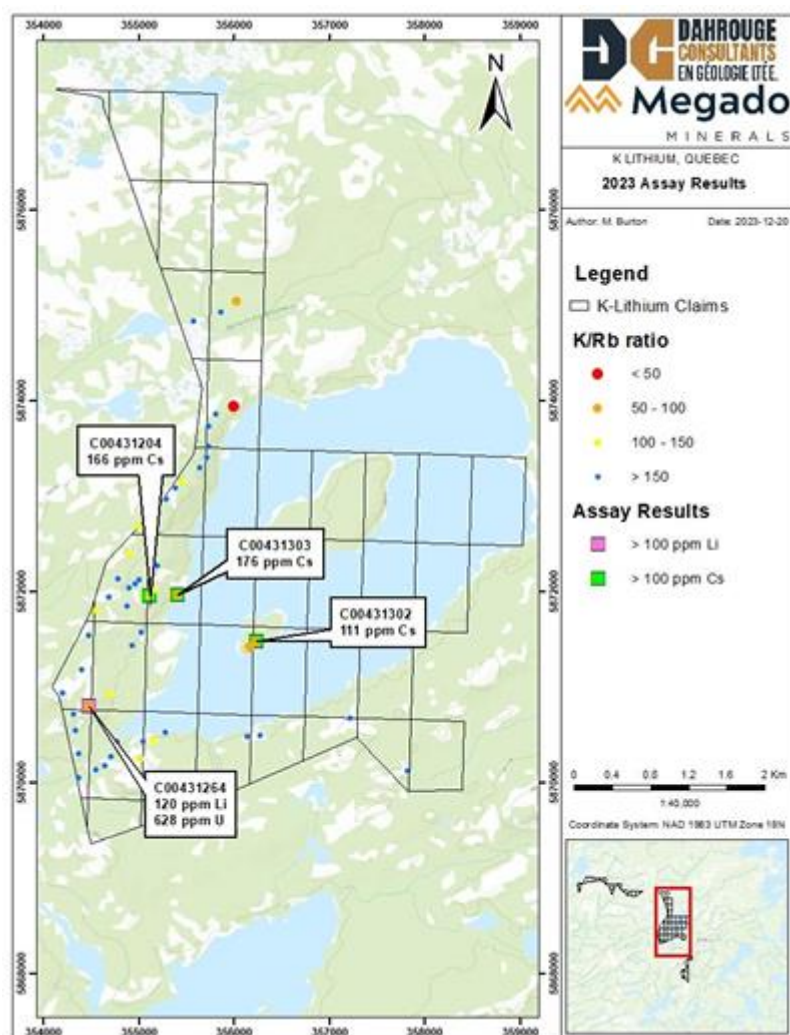


Figure 20: Results of Phase 1 field work showing area of favourable geochemical ratios at the K Project

Source: ASX: MEG 9 February 2024

A strategic review of the North American Projects held by Megado was undertaken in mid-2024 and reflecting the difficult market conditions for lithium and REE the Company confirmed its focus was to be on the gold potential at Cyclone.

4.5 Exploration Potential

The Cyclone and K Projects in Quebec have the potential for lithium mineralisation relating to mapped pegmatite occurrences and potentially indicative geochemical ratios from rock samples collected during early reconnaissance exploration. Exploration remains at an early stage, and the Company's focus has now turned to assessing the gold potential at Cyclone.

Access to the tenure is challenging due to the remoteness and seasonal field season access due to winter snowfall. This makes exploration, particularly drilling, expensive. Fieldwork was also hindered by bushfire events in 2023 with limited exploration conducted in 2024.

It appears that historical exploration for gold on the Cyclone Project is limited, but the region has the potential to host gold as evidenced by work conducted by neighbours Sirios. In VRM's opinion the K Project is considered to have less potential to host mineralisation other than lithium.

The Cyclone Project is an early-stage exploration property and Megado holds tenure over a large portion of this belt with limited previous exploration, particularly for gold. Previous exploration should be reviewed with a focus on gold and rock samples collected could be revisited to see whether any elements sometimes associated with Archean gold systems are present. The K Project is unlikely to have potential for gold due to the location away from any known greenstone belts.

5. Gold Exploration Projects - Ethiopia

5.1 Tenure and Location

Megado is seeking to divest but currently retains interest in five gold tenements covering approximately 478km² in Ethiopia, as summarised in Table 5. These are known as Babicho, Chakata, Chochi, Dawa and Mormora. Megado has an 80% interest in Babicho and Chochi, and 100% interest in the remaining licence areas.

The Ethiopian Project tenements are mostly in the regional state of Oromia, apart from Chochi, which is in Benishangul-Gumuz State. The S&P Capital IQ Property ID for Babicho is 88516 and Chakata is 88517.

The Chochi Project is in the western shield area of Ethiopia, whereas the other tenements are in the southern shield area.

Table 5: Ethiopia Tenure Summary (refer to Appendix A for detail)

State	Project	Title / Serial Numbers	Holder ¹	Acquisition / Grant Date	Anniversary Date
Ethiopia	Babicho*	EL\00106\2019	Babicho Mining PLC	26/09/2019	24/09/2022
(some 80%)	Chakata	MOM\EL\00556\2019	Megado Gold Ltd (Ethiopia)	19/08/2020	18/08/2023
	Chochi*	MOM\EL\2013\276	Chochi Mining PLC	06/01/2014	05/01/2021
	Dawa	MOM\EL\00813\2019	Megado Gold Ltd (Ethiopia)	19/08/2020	18/08/2023
	Mormora	EL\00313\2019	CRAU Mining SL	26/09/2019	24/09/2022

Megado has 80% interest in project tenure marked with an asterisk *

1. Information sourced from Megado Prospectus 2020

The Megado tenements were not able to be independently validated by VRM and no warranty, actual or implied, is made regarding the validity or security of the tenure.

VRM has reviewed the Solicitor's report on tenure within the 2020 Prospectus and understands that the Exploration Licences above are valid for a period of three years (to the Anniversary Date in Table 5) after which time the licence could be renewed for a further two years and if required for an additional one year five times provided that the holder completes its work programs and does not breach any terms and conditions of the licence.

VRM sought confirmation from the Company that the tenure remained in good standing. Megado responded that while the tenements are not currently in good standing, the Company could pay for them to be returned to good standing.

The properties formed the main part of the tenement portfolio of the Company when it listed in late 2020. Babicho and Chochi were acquired by Megado Gold Limited (as it was then known) via purchase of 80% interest in the share capital of Ethiopian companies Babicho Mining PLC and Chochi Mining PLC respectively (ASX: MEG Prospectus announcement dated 23 October 2020). Other tenure was applied for and granted to expand the tenement holdings. The Marmora and Babicho tenements have known occurrences of placer gold mineralisation and were recognised as having potential for primary mineralisation with limited modern exploration. Other tenements covered newly defined target areas based on favourable geological and structural settings.

The tenements were explored for several years and described further below, but the Company's focus shifted to other areas in 2022 and Megado announced in January 2023 that it was investigating divestment options for the projects (ASX: MED announcement 27 January 2023).

Access to the areas is outlined below on a project basis.

5.2 Regional Geological Setting and Mineralisation

The geology of Ethiopia includes two large areas of Proterozoic granite-greenstone geological terrane forming part of the Arabian-Nubian Shield (Figure 21). In the north, the Chochi Project is in the western shield area, while Babicho, Chakata, Dawa and Mamora are situated in the southern shield area and more specifically the area known as the Adola gold belt that hosts Ethiopia's only modern gold mines.

The Adola granite-greenstone terrane covers a large area and comprises two north-south trending belts of metamorphosed supracrustal rocks termed the Megado volcano-sedimentary belt to the west and the Kenticha ultramafic belt to the east.

The Megado volcano-sedimentary sequences comprise ultramafic and tholeiitic basic volcanic and intrusive rocks, that are intercalated with sedimentary units including arkoses, feldspathic quartzites, quartzites, pelites, conglomerates and greywackes. These are intruded by tonalitic bodies. The Kenticha belt is dominantly composed of ultramafic rocks, with lesser amphibolites and sediments including biotite and graphite schists and marbles. The two separate belts are surrounded by para- and ortho-gneisses, including quartzo-feldspathic biotite gneisses, muscovite-quartz schists, staurolite-garnet-biotite schists, marbles and amphibolites and tonalites. The eastern contact between the Megado belt and the gneissic terrane is marked by the Lega Dembi-Aflata shear zone (Du Plessis and Croteau, 2020).

The western shield area of Ethiopia is less well documented. However, the Chochi Project is located approximately 70km north of an intrusion-related gold deposit at Tulu Kapi.

Gold has been mined locally for centuries in Ethiopia, and it reported that the Assosa gold mine is more than 6,000 years old could be the oldest mine in the world. Modern exploration between 1967 and 1982 was conducted across the Adola gold belt resulting in the discovery of numerous placer gold occurrences. Artisanal workings occur through the region, and this appears to be mostly conducted in relatively recent times (Du Plessis and Croteau, 2020).

The Adola gold belt hosts Ethiopia's only modern gold mines known as Lega Dembi and Sakaro although orogenic gold occurrences are mapped through both shield areas (refer to Figure 21).

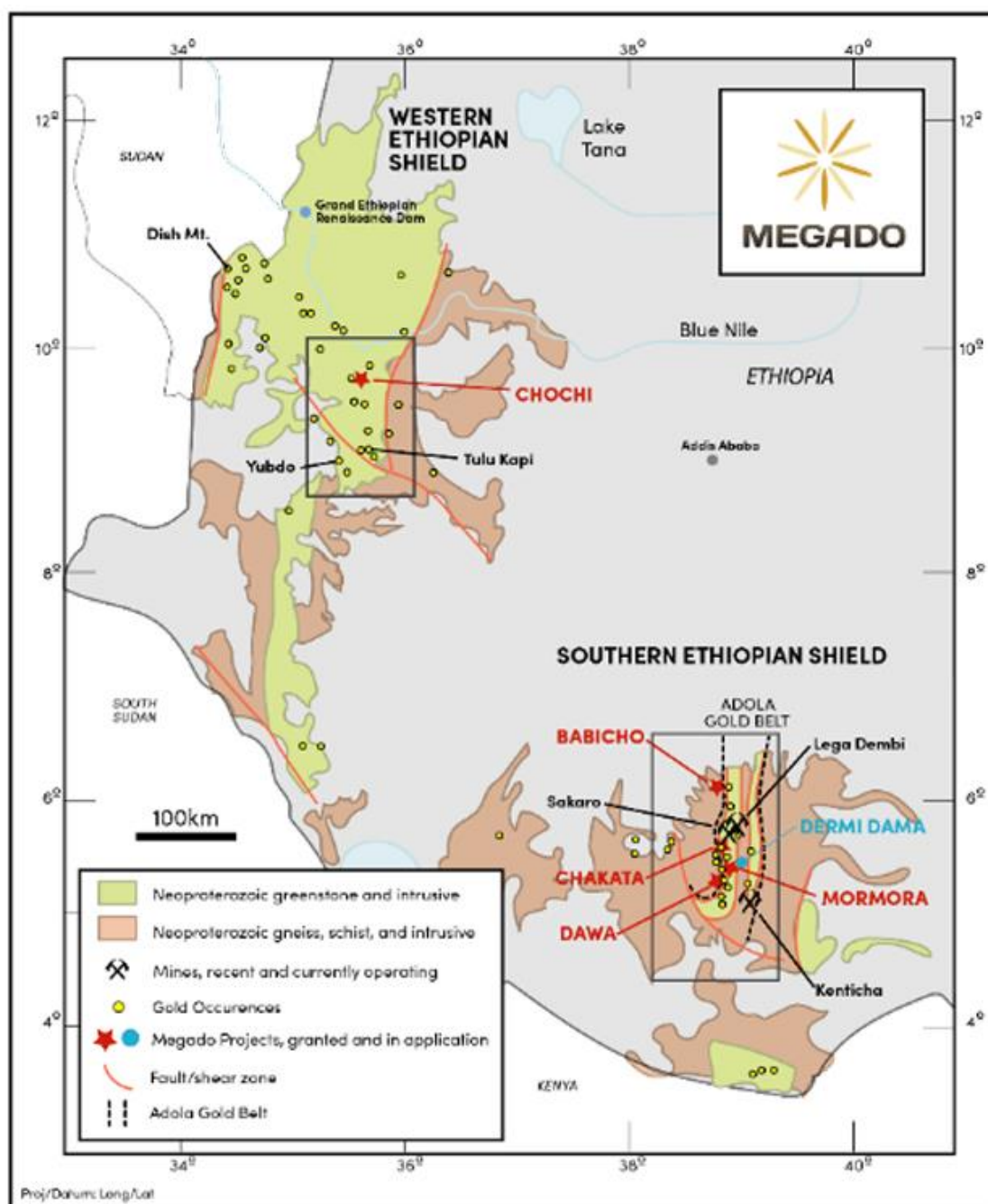


Figure 21: Regional geology of the Ethiopian Projects previously explored for gold by Megado

Source: ASX: MEG announcement dated 17 February 2022

5.3 Local Geology and Mineralisation

The local geology is sourced from Megado's Prospectus document (Du Plessis and Croteau, 2020) (ASX: MEG announcement dated 23 October 2020).

5.3.1 Babicho, Chakata, Mormora and Dawa

Babicho (to the north) and Mormora (to the south) are situated more than 500km south of Addis Ababa in the Burri Karroo and Burri Eiersa areas of the Guji zone, in the region of Oromia, southern Ethiopia

(Figure 22). Access to the Project tenure is by road from Addis Ababa via Hawassa-Kibremengist (Adola)-Shakiso-Burri Karroo or Bulle Horra-Dawa-Burri Karroo (each approximately 570km).

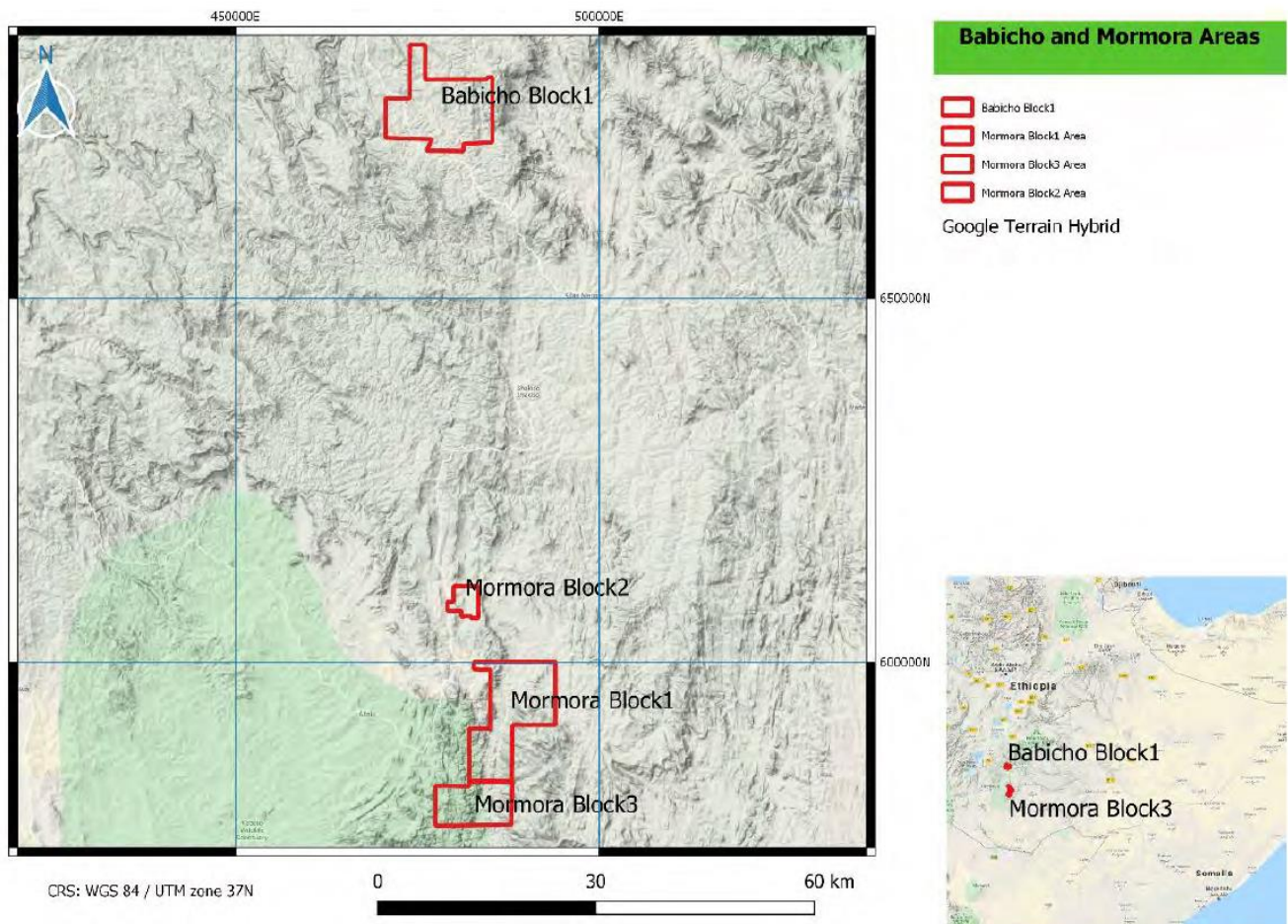


Figure 22: Location of the Babicho and Mormora projects in Ethiopia

Source: ASX: MEG announcement dated 23 October 2020

Mormora, Chakata and Dawa are all on the western Megado volcano-sedimentary belt and include metamorphic rocks of the Chakata Formation and sedimentary units of the Finkilcha Formation together forming the Adola Group. These are unconformably overlain by conglomerate locally referred to as the Kajimiti beds.

Units strike approximately north-south, and the dominant structures also run in this orientation but are crosscut by east-west shear systems. Mineralisation is interpreted to occur late in the structural history with younger granites, porphyry granites and doleritic dykes, providing favourable hosts for gold mineralisation.

Placer gold mineralisation is present in the tenure and has been extensively exploited by artisanal miners. The primary mineralisation targeted by Megado related to the same structural setting that hosts the Lega Dembi deposit (Figure 23).

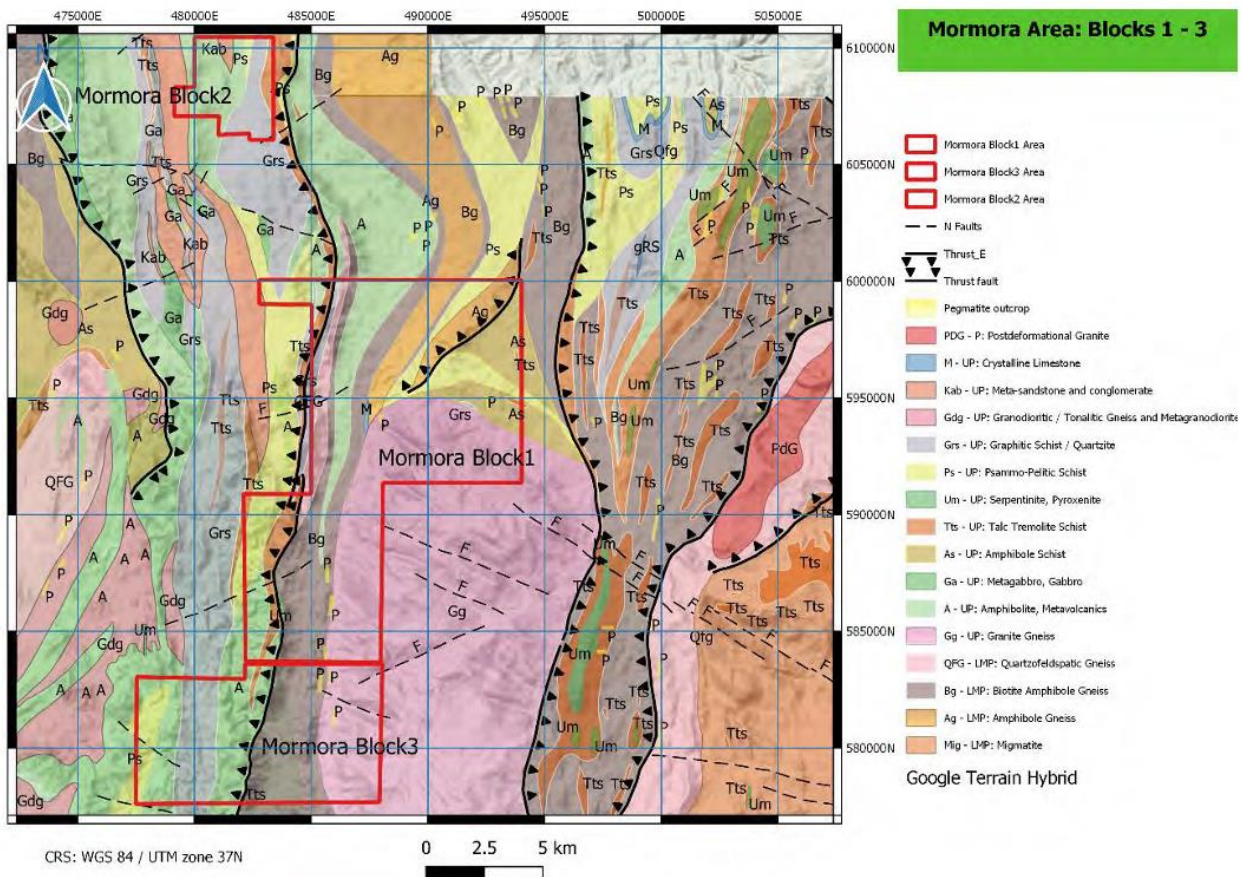


Figure 23: Geology interpretation of the Mormora project in Ethiopia, Lega Dembi deposit is just to the north of this map

Source: ASX: MEG announcement dated 23 October 2020

Babicho is situated further to the north and local geology is dominated by the basement rocks of the Adola Group. Weather and alluvial cover obscures much of the tenement with previous geological mapping identifying metasediments, metavolcanics, chlorite schists and metamorphosed ultramafic units. The lease is north of the Lega Dembi deposit and is interpreted to be on the same structural corridor (Figure 24).

Chakata is reported to be located approximately 5km south of the Sakaro gold deposit.

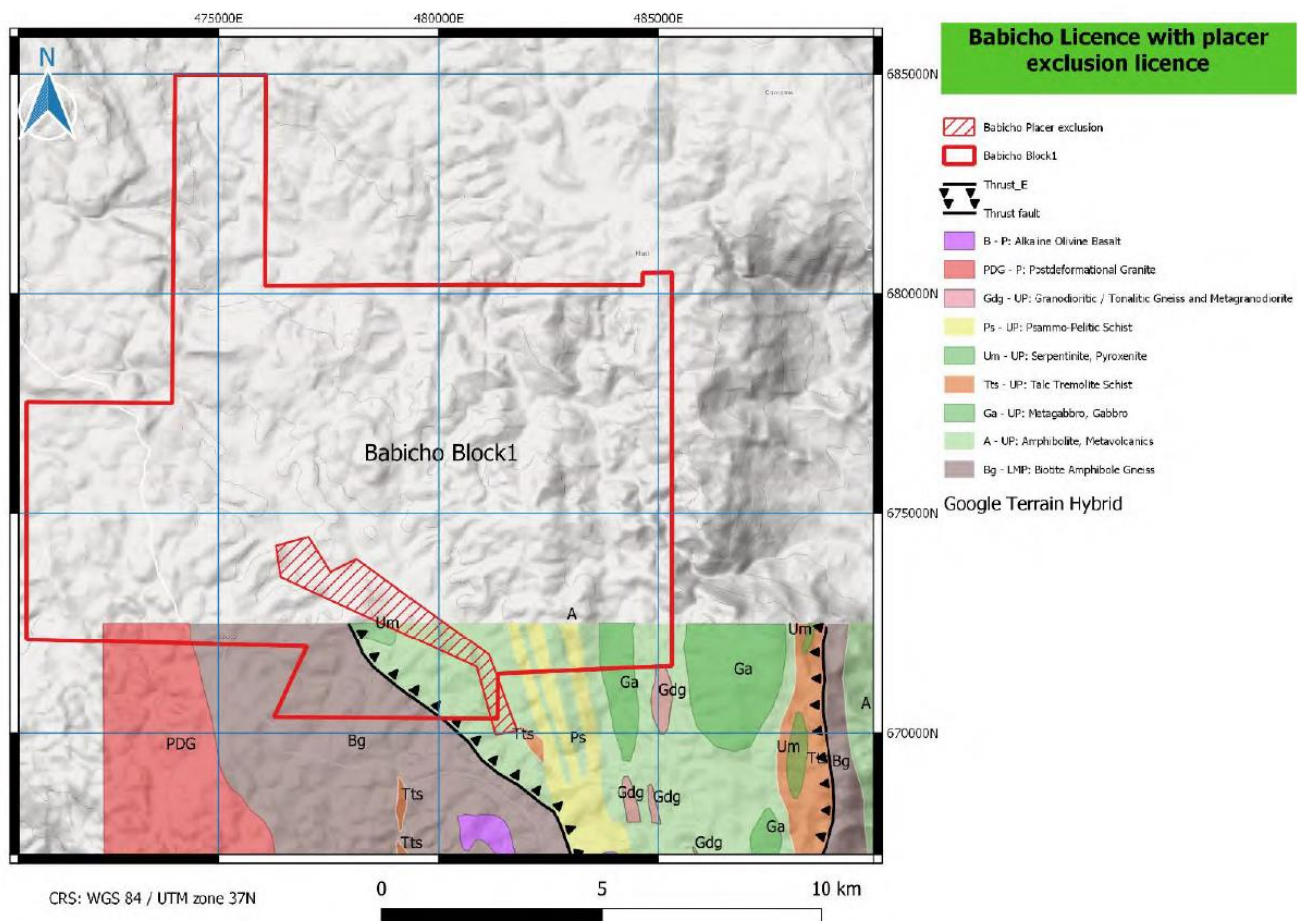


Figure 24: Geology interpretation of the Babicho project in Ethiopia

Source: ASX: MEG announcement dated 23 October 2020

Previous exploration was conducted by the Canyon Resources Africa Ltd (**CRAL**) from 1996 to 1999 over a separate tenement that overlaps with the current Babicho project. CRAL conducted soil sampling (4,857 samples), rock chip sampling (342 samples) and collected 399 pan concentrates which were followed up via mapping and excavation of nine trenches (909m) and limited drilling (4 holes, total 635m). Some of these returned elevated gold results from the Roba Shakisso Prospect area.

From 1995-1998, CRAL also undertook exploration across an area which includes the northern part of the Chakata project. Detailed geological mapping, geophysical surveys, soil and rock sampling, trenching, and drilling were conducted. Trenching returned numerous intervals of gold mineralisation which was followed up with limited drill testing.

Continued exploration from 1997 to 1999 covered the southern part of Chakata with similar encouraging results from mapping, sampling and trenching but these were not drill tested.

Part of the area was also subject to exploration from 2004 to 2011, and while government records appear incomplete, some promising results were obtained.

5.3.2 Chochi

Chochi is in western Ethiopia, within the Oromia and Benishangul Gumuz Regional States and access to the site is by road, approximately 570km from the capital Addis Ababa. Two routes can be used to

access the tenure, starting on tarmac roads, then gravel and dry weather roads closer to the project. The general location of the project is shown in Figure 25.

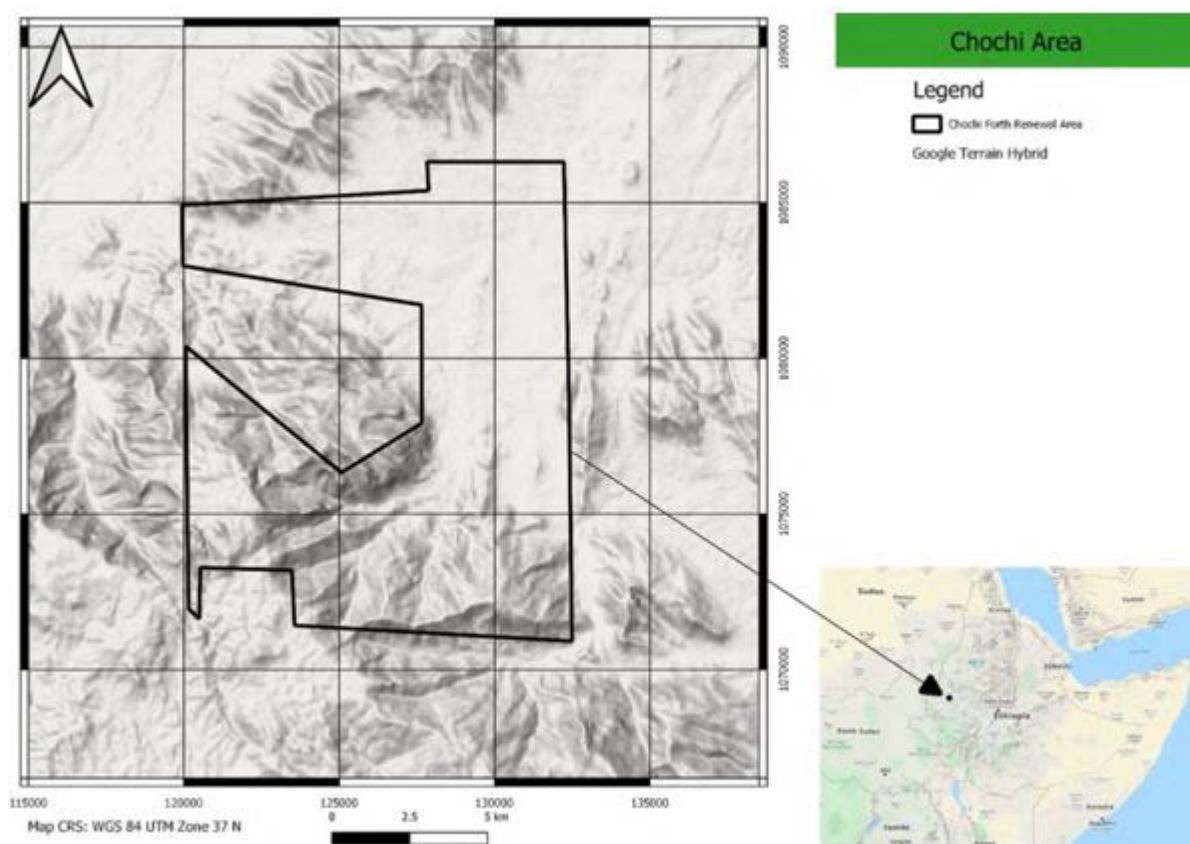


Figure 25: Location of the Chochi project in Ethiopia

Source: ASX: MEG announcement dated 23 October 2020

The local geology is summarised in Figure 26. Low-grade metamorphic sequence of volcano-sedimentary schists and phyllites are mapped with meta-granite, diorite-granodiorite intrusions and ultramafic rocks.

Previous exploration compiled from government records, was reported to include geological mapping, stream sediment and soil sampling, rock chip sampling and collection of heavy mineral concentrates. These were reported for the period 2014 to 2016 (Du Plessis and Croteau, 2020). Remote sensed imagery was compiled and used to assist with geological understanding and map alteration patterns targeting analogues to the intrusion related systems at Tulu Kapi.

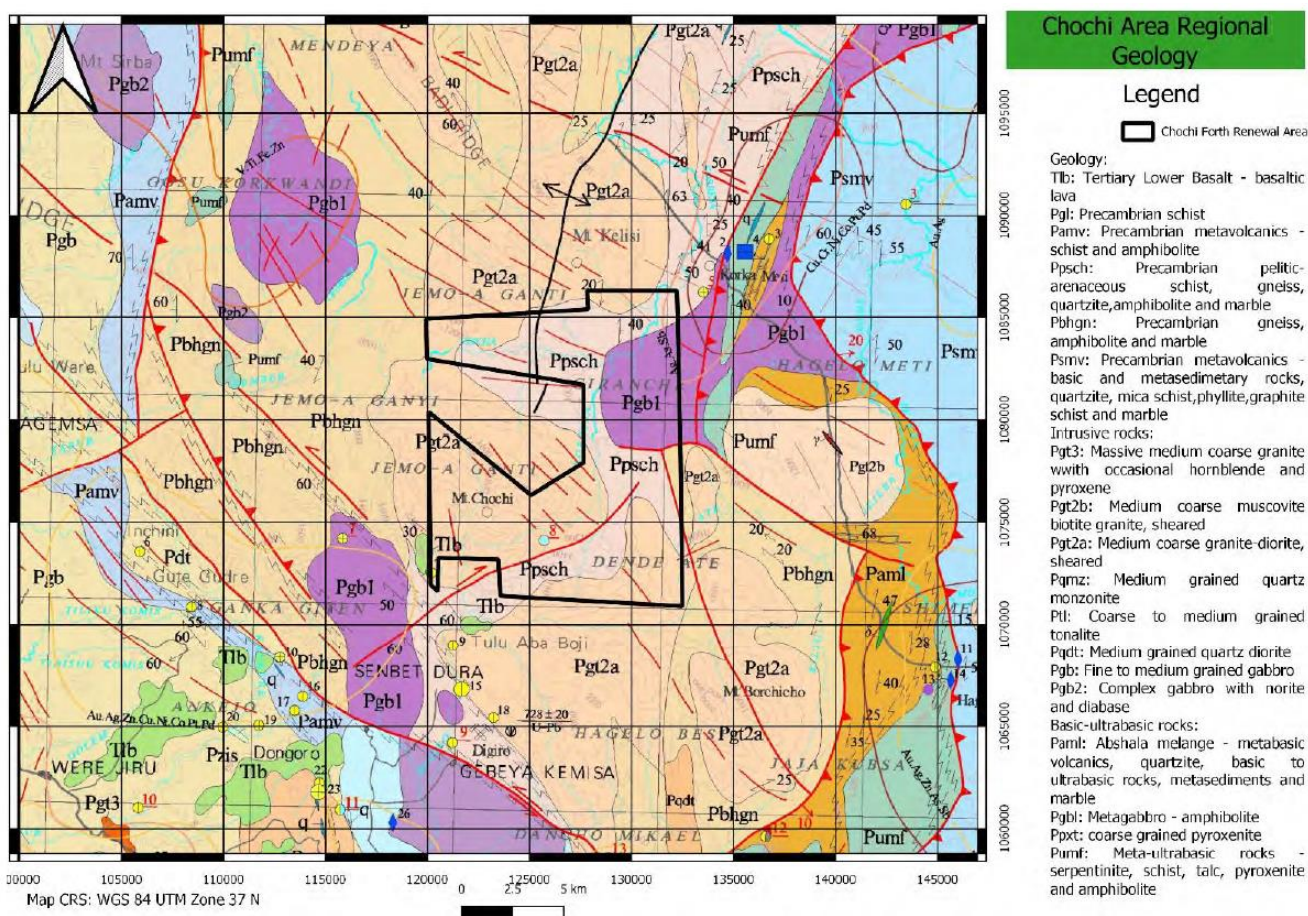


Figure 26: Geology interpretation of the Chochi project in Ethiopia

Source: ASX: MEG announcement dated 23 October 2020

5.4 Megado Exploration

In 2020 soon after listing, Megado completed additional surface sampling and trenching to validate previous work and generate additional targets for primary gold mineralisation. By the end of 2020 unrest in Tigray caused some concerns but drilling commenced at Babicho targeting the geochemical anomalies defined by previous work.

Five holes were drilled at Babicho followed by 10 holes at Chakata in early 2021. Initial observations of trench materials and drill core were very encouraging with visible gold observed and additional work was immediately planned. The first assays results were received in May 2021 with results reported in ASX announcements of the time (for example refer to MEG ASX announcements dated 6 and 20 May 2021, 10 and 28 June 2021, 11 and 23 August 2021, 16 and 24 September 2021). However, by November of that year a State of Emergency was declared as local forces threatened the capital.

Megado's exploration continued, but rain interrupted field activities and in April 2022 the North Fork Project was acquired and the Company's attention shifted focus to that. While results from the Ethiopian gold projects were compiled and remained positive (for example refer to MEG ASX announcements dated 17 February 2022) work programs were turned to the USA. By the end of 2022, Megado announced that it was investigating options to divest the suite of Ethiopian assets (ASX: MEG announcement dated 27 January 2023).

The trenching results from Babicho are summarised below in Figure 27. Anomalous results were obtained over a strike length of more than 3km and very limited drilling had been conducted to test the depth potential. The Megado drill hole traces are shown below as black collar and traces with best results in white boxes and the historical drilling is green with results in yellow boxes. As is evident from this image, only limited drill testing has been conducted and the distance between drill holes is often large.

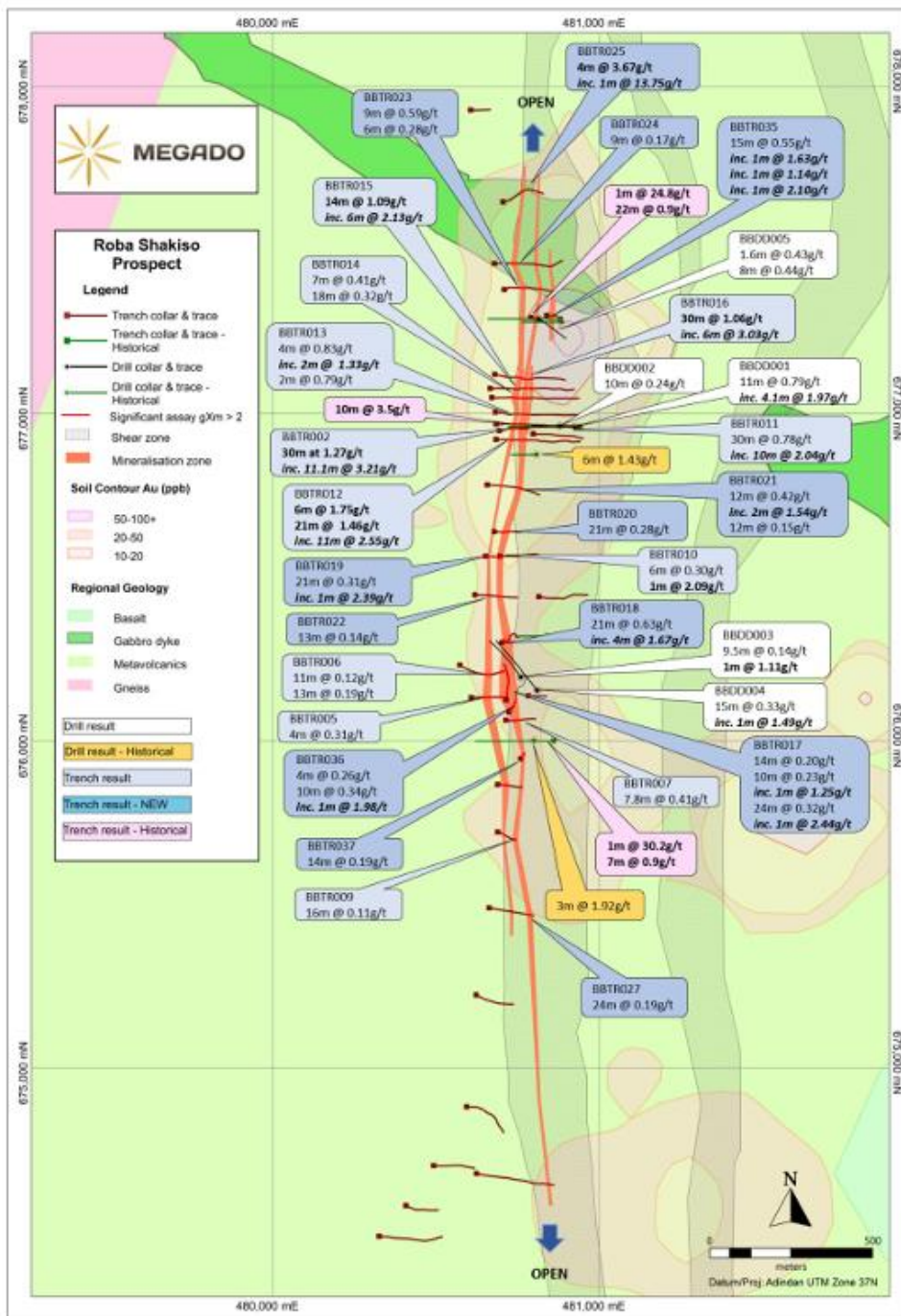


Figure 27: Summary of trenching results from the Roba Shakiso prospect at Babicho

Source: ASX: MEG 17 February 2022

Trenching and drilling at Chakata is summarised below in Figure 28. Anomalous results were obtained from several prospect areas with limited drill testing to determine depth extents.

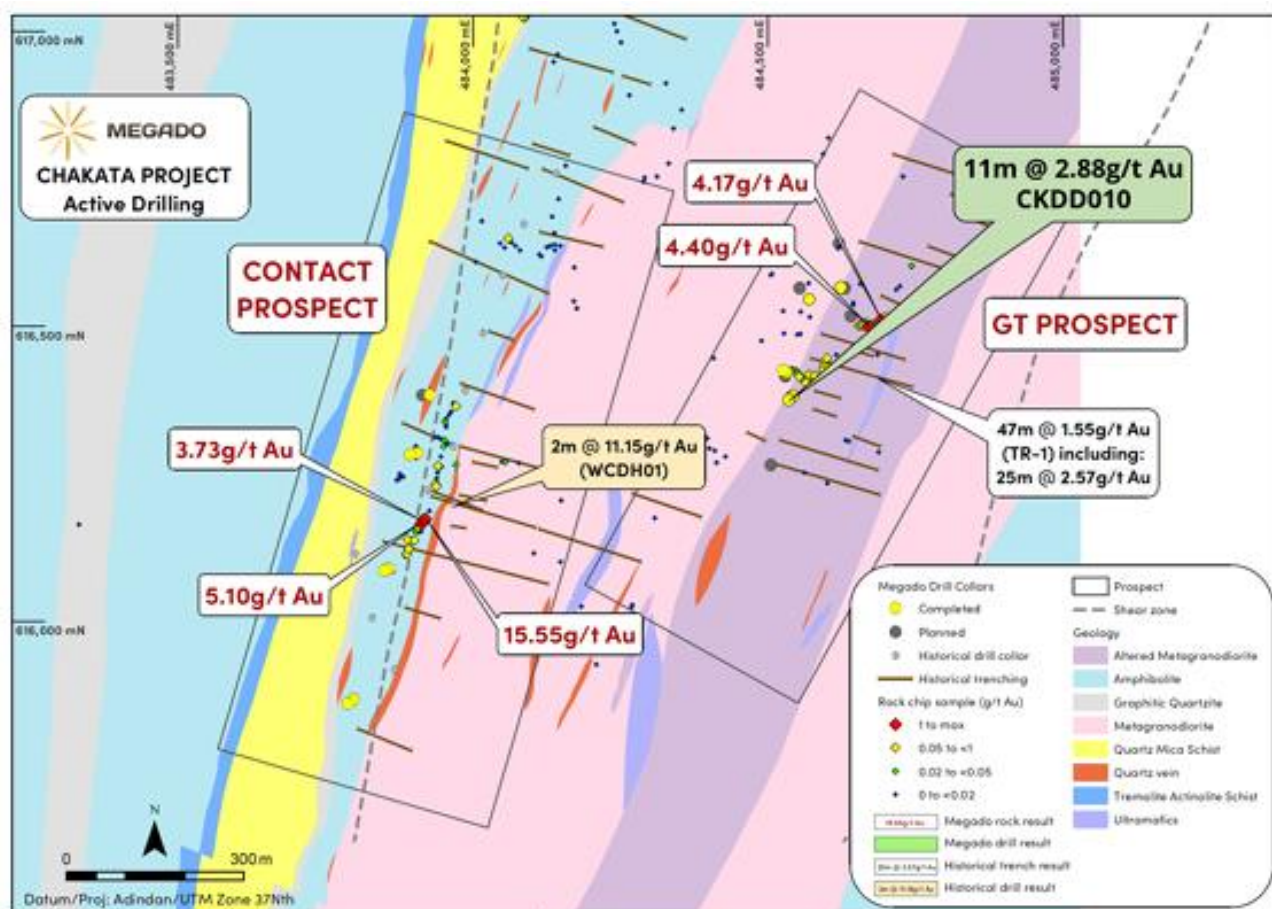


Figure 28: Summary of drilling results from the Contact and GT prospects at Chakata

Source: ASX: MEG 24 January 2022

5.5 Exploration Potential

The gold project tenure in Ethiopia hosts early-stage exploration prospects with anomalous results from initial trenching and drilling, particularly at Babicho and Chakata. While results from the projects were positive, the Company focused exploration elsewhere during 2022 and the assets were planned to be divested. Megado's Annual Report for 2022 noted that exploration and evaluation expenditure relating to Ethiopia would be written down to nil because of the resumption of conflict in Northern Ethiopia and based on exploration results that had been received.

The country risk remains high for Ethiopia at the time of preparing this report, with a 3.5 'Very High' overall rating according to S&P Capital IQ and including a severe rating for one element grouped as an Economic factor.

VRM has not been able to confirm tenure status according to public information and therefore considers the risk relating to the projects to be high despite the generally favourable geological settings.

6. Valuation Methodology

The VALMIN Code outlines various valuation approaches applicable for Properties at various stages of the development pipeline. These include valuations based on market-based transactions, income or costs as shown in Table 6 and provides a guide as to the most applicable valuation techniques for different assets.

Table 6: VALMIN Code 2015 valuation approaches suitable for mineral Properties

Valuation Approaches suitable for mineral properties				
Valuation Approach	Exploration Projects	Pre-development Projects	Development Projects	Production Projects
Market	Yes	Yes	Yes	Yes
Income	No	In some cases	Yes	Yes
Cost	Yes	In some cases	No	No

In accordance with the definitions used in the VALMIN Code, the Projects are best described as Early-Stage Exploration projects. There are no Mineral Resources within the Projects that are reported under JORC (2012).

In VRM's opinion, the Projects should be valued using a Geoscientific or Kilburn approach and a prospectivity enhancement multiplier (**PEM**) as a secondary technique.

6.1 Previous Valuations

VRM is unaware of any previous valuations for the Mineral Assets owned by Megado.

6.2 Valuation Subject to Change

The valuation of any mineral asset is subject to several critical inputs. Most of these change over time and this valuation is using information available as of 31 March 2025 being the valuation date of this Report and considering information up to 3 April 2025. This valuation is subject to change due to updates in the geological understanding, variable assumptions and mining conditions, climatic variability that may impact on the development assumptions, the ability and timing of available funding to advance the properties, the current and future metal prices, exchange rates, political, social, environmental aspects of a possible development, a multitude of input costs including but not limited to fuel and energy prices, steel prices, labour rates and supply and demand dynamics for critical aspects of the potential development like mining equipment. While VRM has undertaken a review of several key technical aspects that could impact the valuation, numerous factors are beyond the control of VRM.

As at the date of this Report in VRM's opinion there have been no significant changes in the underlying inputs or circumstances that would make a material impact on the outcomes or findings of this Report.

6.3 General Assumptions

The mineral assets of Megado are valued using appropriate methodologies as outlined in Table 6 and in detail in the following sections. The valuation is based on several specific assumptions detailed above, including the following general assumptions:

- That all information provided to VRM is accurate and can be relied upon.

- The valuations only relate to the mineral assets located within the tenements controlled by the respective Companies, and not the Companies, their shares or market value.
- That the mineral rights, tenement security and statutory obligations were fairly stated to VRM and that the mineral licenses will remain active.
- That all other regulatory approvals for exploration and mining are either active or will be obtained in the required and expected timeframe.
- That the owners of the mineral assets can obtain the required funding to continue exploration activities.
- The US\$ - A\$ exchange rate of 0.6235, CA\$ - A\$ exchange rate of 0.8965 and EUR\$ - A\$ exchange rate of 0.5776 on 31 March 2025 (source: www.xe.com).
- All currency in this report is in Australian Dollars or A\$, unless otherwise noted. If a particular value is in United States Dollars, it is prefixed with US\$, Canadian Dollars CA\$ and European Dollars or Euros €.

6.4 Commodity Market Analysis

The tenements are primarily prospective for copper, REE, lithium, gold and nickel. The outlook for each of these is variable and in recent years, apart from gold, has been highly volatile.

Copper for example has been volatile over the past five years, with higher prices in 2024 and 2025 reflecting lower London Metals Exchange (**LME**) or Shanghai Futures Exchange (**SHFE**) warehouse stocks (Figure 29).

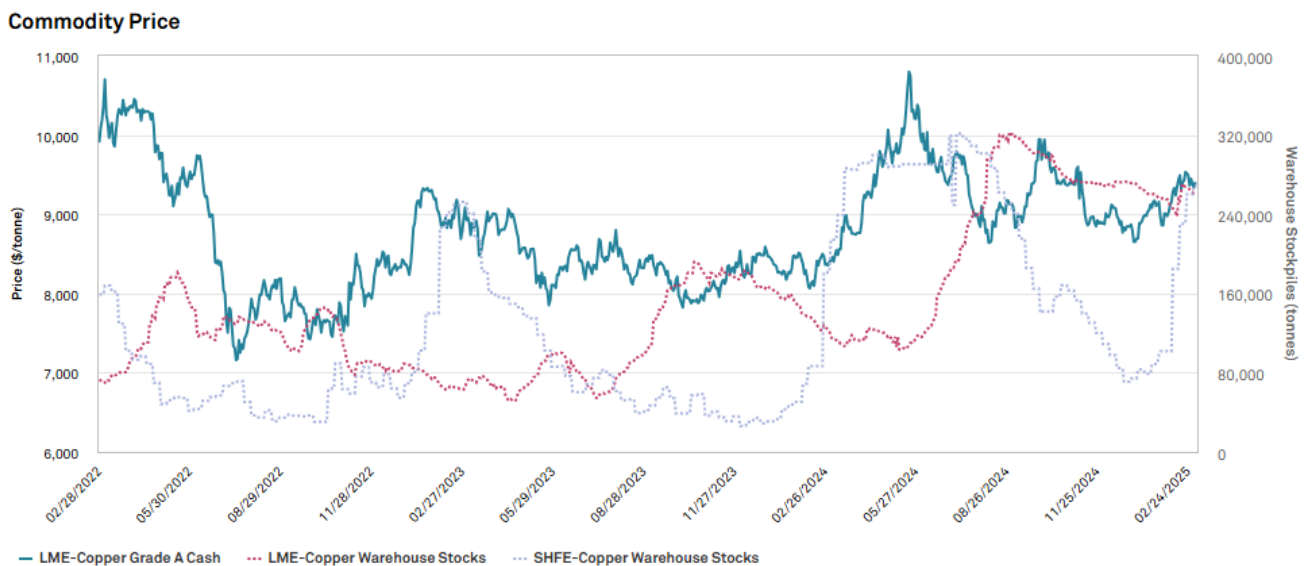


Figure 29: Five-year copper prices in US\$ and warehouse stockpiles

Source: S & P Capital IQ, March 2025

Gold bullion has risen steadily from US\$1500 in the beginning of 2020 to over US\$2900 in early 2025 (Figure 30). The A\$ gold price has appreciated even further due to a declining A/US\$ exchange rates.

Commodity Price

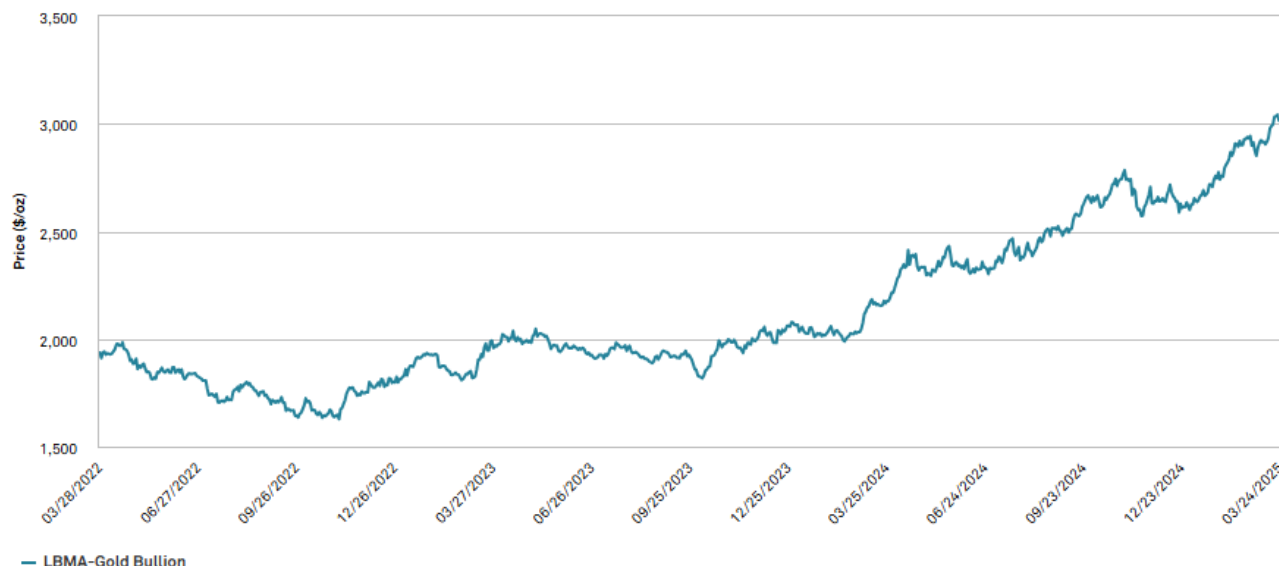


Figure 30: Five-year gold prices in US\$

Source: S & P Capital IQ, April 2025

Other more volatile commodity prices over the same period include lithium in Figure 31. Such variability in pricing presents both opportunities and risks to exploration companies and the associated sentiment is often reflected in the ability or inability to raise funds from a speculative market backdrop.

Commodity Price

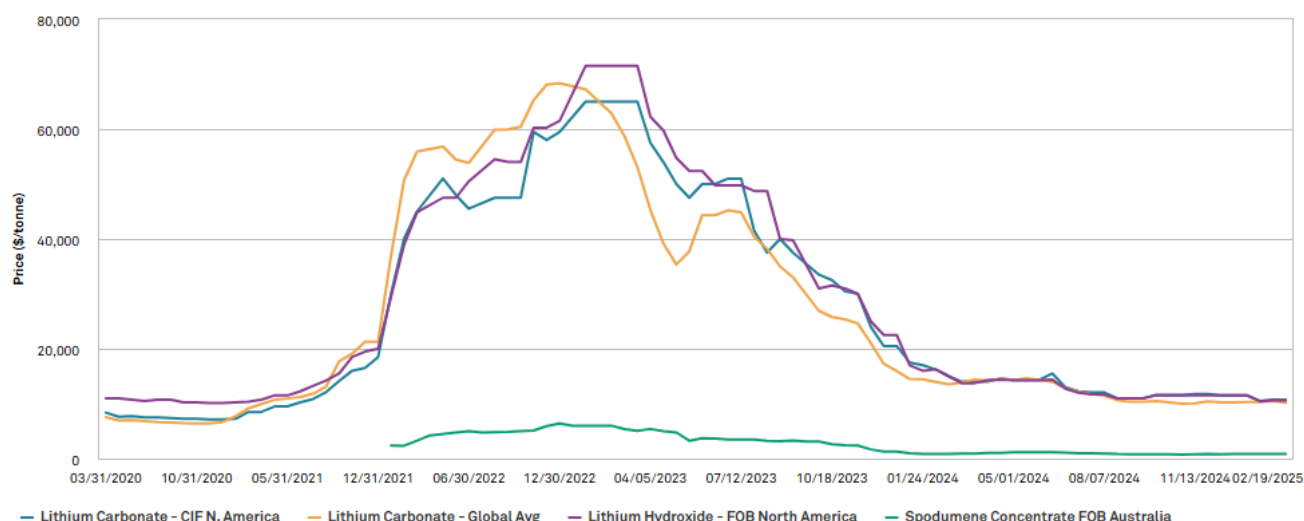


Figure 31: Five-year lithium prices in US\$

Source: S & P Capital IQ, March 2025

6.5 Valuation of Mineral Assets

There are several valuation methods that are suitable to value mineral assets. For advanced Properties including the following:

- Financial modelling including discounted cash flow (**DCF**) valuations (generally limited to Properties with published Ore Reserves),
- Comparable market-based transactions including Mineral Resource and Ore Reserve Multiples,
- Comparable market-based or Joint Venture transactions considering tenure areas,
- Geoscientific or Kilburn valuations; and
- Prospectivity Enhancement Multiplier (**PEM**) applied to previous exploration expenditure.

At the Valuation Date there are no Ore Reserves, or Mineral Resources estimated for the Projects, so no income-based methods have been used.

6.5.1 Comparable Market-Based Transactions – Area-Based

A comparable transactional valuation is a simple and easily understood valuation method that is broadly based on the real estate approach to valuation. It can be easily applied to a transaction based on the contained metal for projects with Ore Reserves or Mineral Resource estimates reported. Advantages of this type of valuation method include that it is easily understood and applied, especially where the resources or tenement area is comparable, and the resource or exploration work is reported according to an industry standard (like the JORC Code or NI43-101).

However, it is not as robust for projects where the resources are either historic in nature, reported according to a more relaxed standard, or are using a cut-off grade that reflects a commodity price that is not justified by the current market fundamentals. The approach may be less reliable when considering the area of tenure being held, or the strike length of favourable geology if this is appropriate.

If the projects being valued are in the same or a comparable jurisdiction, then it removes the requirement for a geopolitical adjustment. Finally, if the transactions being used are recent then they should reflect the current market conditions.

Difficulties arise when there are a limited number of transactions, where the projects have subtle but identifiable differences that impact the potential economic viability of one of the projects. For example, the requirement for a very fine grind required to liberate gold from a sulphide rich ore or where the ore is refractory in nature and requires a non-standard processing method.

The information for the comparable transactions has been derived from various sources including the ASX and other securities exchange releases associated with these transactions, a database compiled by VRM for exploration stage projects (with resources estimated) and development ready projects.

The preference is to limit the transactions and resource multiples to completed transactions from the past two to five years in either the same geopolitical region or same geological terrain.

The Joint Venture terms valuation is similar to the comparable transactions based on the project area, other than a discount to the Joint Venture terms is applied to account for the time value of money (an appropriate discount rate is applied) and a discount to the earn-in expenditure to account for the chance that the Joint Venture earn-in expenditure is not completed in the agreed timeframe.

6.5.2 Geoscientific (Kilburn) Valuation

One valuation technique that is widely used to determine the value of a project that is at an early exploration stage without any Mineral Resources or Ore Reserve estimates was developed and is described in an article published in the CIM bulletin by Kilburn (1990). This method is widely termed the geoscientific method where a series of factors within a project are assessed for their potential.

While this technique is somewhat subjective and open to interpretation, it is a method that when applied correctly by a suitably experienced specialist, enables an accurate estimate of the value of the project. There are five critical aspects that need to be considered when using a Kilburn or Geoscientific valuation, these are the base acquisition cost, which put simply is the cost to acquire and continue to retain the tenements being valued. The other aspects are the proximity to both adjacent to and along strike of a major deposit (Off Property Factors), the occurrence of a mineral system on the tenement (On Property Factors), the success of previous exploration within the tenement (Anomaly Factors) and the geological prospectivity of the geological terrain covered by the mineral claims or tenements (Geological Factors). In early-stage projects often the anomaly factors and geological factors have limited information.

While this valuation method is robust and transparent it can generate a very wide range in valuations, especially when the ranking criteria are assigned to a large tenement. This method was initially developed in Canada where the mineral claims are generally small therefore reducing the potential errors associated with spreading both favourable and unfavourable ranking criteria to be spread over a large tenement. Therefore, VRM either values each tenement or breaks down a larger tenement into areas of higher and lower prospectivity.

Table 7 documents the ranking criteria that were used in conjunction with the base acquisition cost (**BAC**) for the project tenements to determine the technical valuation of the project.

VRM determines the BAC based on the holding cost of maintaining the tenement for the next year. That cost is determined by the minimum exploration commitment required on the tenement. For the Megado tenements in Spain, the USA and Ethiopia, the BAC has been determined using Western Australian Exploration Leases or Prospecting License expenditure conditions as a proxy. In Canada, information sourced from the Government of Quebec was applied.

The technical valuation derived from the Kilburn ranking factors are frequently adjusted to reflect the geopolitical risks associated with the location of the project and the current market conditions toward a specific commodity or geological terrain. These adjustments can either increase or decrease the technical value to derive the fair market valuation.

Using the ranking criteria from Table 7 along with the BAC noted below for Spain, the USA and Ethiopia or in Canada the minimum exploration expenditure tabulated in the appendices, an overall technical valuation is determined.

Table 7: Ranking Criteria used to determine the geoscientific technical valuation

Geoscientific Ranking Criteria				
Rating	Off-property factor	On-property factor	Anomaly factor	Geological factor
0.1				Generally unfavourable geological setting
0.5			Extensive previous exploration with poor results	Poor geological setting
0.9			Poor results to date	Generally unfavourable geological setting, under cover
1.0	No known mineralisation in district	No known mineralisation within property	No targets defined	Generally favourable geological setting
1.5	Mineralisation identified	Mineralisation identified	Target identified; initial indications positive	
2.0	Resource targets identified	Exploration targets identified		Favourable geological setting
2.5			Significant intersections – not correlated on section	
3.0	Along strike or adjacent to known mineralisation	Mine or abundant workings with significant previous production		Mineralised zones exposed in prospective host rocks
3.5			Several significant ore grade intersections that can be correlated	
4.0	Along strike from a major mine(s)	Major mine with significant historical production		
5.0	Along strike from world class mine			

The total technical valuation was adjusted to derive a market valuation by making a market factor adjustment and a locational adjustment.

For early-stage Projects (where there are no Mineral Resources estimated), VRM considers the Geoscientific (Kilburn) Valuation method to be the most robust and is commonly the primary valuation method used for the surrounding exploration potential.

6.5.3 Prospectivity Enhancement Multiplier (PEM) Valuation

As outlined in Table 6 and in the VALMIN Code, a cost-based or appraised value method is an appropriate valuation technique for early-stage exploration Properties. Under this method, the previous

exploration expenditure is assessed as either improving or decreasing the potential of the Property. The prospectivity enhancement multiplier (**PEM**) involves a factor which is directly related to the success of the exploration expenditure to advance the Property. There are several alternate PEM factors that can be used depending on the specific Property and commodity being evaluated. Onley, (1994) included several guidelines for the use and selection of appropriate PEM criteria. The PEM ranking criteria used in this report are outlined in Table 8 below. VRM considers the PEM valuation method as a secondary valuation method.

Table 8: Prospectivity Enhancement Multiplier (PEM) ranking criteria

PEM Ranking Criteria	
Range	Criteria
0.2 – 0.5	Exploration downgrades the potential
0.5 – 1	Exploration has maintained the potential
1.0 – 1.3	Exploration has slightly increased the potential
1.3 – 1.5	Exploration has considerably increased the potential
1.5 – 2.0	Limited Preliminary Drilling intersected interesting, mineralised intersections
2.0 – 2.5	Detailed Drilling has defined targets with potential economic interest
2.5 – 3.0	A Mineral Resource has been estimated at an Inferred category

VRM considers a Geoscientific or Kilburn valuation as a robust valuation method. The area based comparable transaction multiples can also be useful in valuations but are strongly related to the projects tenement area so can be conservative for small areas and overstated for large areas. It is the view of VRM that the most variable valuation method is a PEM valuation as this depends on an assessment of the effectiveness of the expenditure.

7. Valuation of the Megado Mineral Assets

The mineral assets valued as a part of this ITAR cover early-stage exploration tenements owned 80-100% by Megado. The projects are within Spain, the United States, Canada and Ethiopia.

Whilst there are no Ore Reserves or Mineral Resources within the projects, BDO has requested VRM to undertake a valuation of the project in accordance with the VALMIN Code using valuation methods that VRM considers to be reasonable. An income valuation is not considered a viable valuation method due to lack of financial modelling. VRM has completed two alternate valuations of the project with the preferred valuation being based on the Geoscientific approach.

VRM has undertaken a valuation based on two techniques, these being a Kilburn or Geoscientific valuation method and a PEM method as detailed further below. In two instances these approaches were cross checked against transactions that had occurred on the subject tenements at North Fork and on adjacent tenements at Cyclone.

7.1 Geoscientific Valuation

There are several specific inputs that are critical in determining a valid geoscientific or Kilburn valuation, these are ensuring that the specialist undertaking the valuation has a good understanding of the mineralisation styles within the overall region, the tenements and has access to all the exploration and geological information to ensure that the rankings are based on a thorough knowledge of the project.

In addition to ensuring the rankings are correct deriving the BAC is critical as that is the primary driver of the final value. In this case the BAC is derived by the exploration commitment to maintain the tenement in good standing made either by the Company to the respective Government or, according to countries exploration policies or regulations.

VRM generally determines the BAC based on the holding cost of maintaining the tenement for the next year. That cost is determined by the minimum exploration commitment required on the tenement, but if there is no such requirement or that varies between projects the valuation using this approach can become less reliable. For the Megado tenements, the BAC has been determined using Western Australian Exploration Leases or Prospecting License expenditure conditions as a proxy.

For tenure in Spain and Ethiopia, where larger tenement areas are typical the Western Australian Exploration Leases expenditure conditions were applied, being A\$300/square kilometre. In the US where mineral claims are much smaller, the Western Australian Prospecting License expenditure conditions were used, being A\$40/hectare.

In Canada, the Minimum Cost of Work rates for Quebec were applied as the BAC which relate to the area of the licence, which term of grant it is in (3 years for the first term and then claims can be renewed for a term of two years). Generally, for Cyclone these were CA\$450 (~A\$502) per claim for those granted in 2020, or CA\$135 (~A\$149) per claim for those granted in 2022. Some of the smaller claims had lower rates. For the K Project rates were typically CA\$135 (~A\$150) per claim for those granted in 2022. For both projects some of the smaller claims had lower rates as detailed in Appendix A.

The Geoscientific rankings were derived for each of the ranking criteria with the following factors applied:

- For the **ICP in Spain** the Off-Property Criteria is considered to be between 1.5 and 2.0, the On-Property Criteria is generally between 1.5 and 2.0 (apart from Solana, Quiteria, Murillo and La Sotonera that ranged from 1.0 to 1.5), the Anomaly Factor is usually between 1.5 and 2.0 (apart

from Solana, Quiteria, Murillo and La Sotonera that ranged from 1.0 to 1.5) and the Geology Criteria applied is from 1.5 to 2.0.

- For **North Fork in the USA** the Off-Property Criteria is between 1.5 and 2.0, the On-Property Criteria generally between 2.0 and 2.5, the Anomaly Factor applied is from 1.5 to 2.0 and the Geology Criteria ranged from 2.0 to 2.5.
- For the **Cyclone Project in Canada** the Off-Property Criteria applied is between 1.5 and 2.0, the On-Property Criteria generally between 1.0 and 1.5, the Anomaly Factor applied is from 1.5 to 2.0 and the Geology Criteria ranged from 2.0 to 2.5.
- For the **K Project also in Canada** the Off-Property Criteria applied is between 1.5 and 2.0, the On-Property Criteria generally between 1.0 and 1.5, the Anomaly Factor applied is from 1.0 to 1.5 and the Geology Criteria ranged from 1.5 to 2.0.
- Finally for the **gold projects in Ethiopia**, VRM assigned Off-Property Criteria between 3.0 and 3.5 for properties adjacent to known deposits being Babicho, Chakata and Mormora with the 1.5 to 2.0 assigned for Chochi and Dawa. The On-Property Criteria applied for Babicho and Chakata was 1.5 to 2.0, with 1.0 to 1.5 applied to the other projects. The Anomaly Factor was also higher for Babicho and Chakata between 1.5 and 2.0, with 1.0 to 1.5 applied to other properties. Lastly, the Geology Criteria applied is from 2.0 to 2.5 for all apart from Chochi where 1.5 to 2.0 was used.

When these ranking criteria are combined with the BAC, this has determined the technical value.

To convert the technical value into a market value a range of locational and market discounts or premiums were applied as follows:

- In Spain a locational factor was applied of 90% (10% discount) for Investigation Permits in Navarra that are estimated to be granted in April - May 2025, 80% for the Investigation Permit in Aragon that may take longer and 90% for Exploration Permits that are expected to be granted in April 2025 reflecting the risk of tenure not being granted. In Spain a market factor of 105% was applied considering copper is the targeted commodity and these prices are slightly above average prices of the past five years.
- In the USA a locational factor was applied of 80% (20% discount) to account for the restricted field season, somewhat remote location and increased costs for exploration. A factor of 80% (i.e. 20% discount) was applied as the property is primarily being targeted for REE and this market is depressed.
- In Canada a locational factor was applied of 80% (20% discount) to both Cyclone and K Projects to account for the remote location and increased costs for exploration. For the Cyclone Project a market premium factor was applied of 120% to account for the potential for the property to host gold mineralisation, whereas for the K Project a factor of 80% (i.e. 20% discount) was applied as the property is still considered to be mostly of interest for lithium and this market is depressed.
- For the Projects in Ethiopia a location factor of 25% was applied, relating to the high-risk rating of the country (50%) and a further 50% considering the uncertainty of tenure. A market premium factor of 120% was applied considering the gold potential as the price of this commodity continues to rise.

The Technical and Market Values are shown in Table 9. The technical valuation is the base acquisition cost multiplied by the ranking factors outlined in Appendix A, while the Market Value is the Technical Value multiplied by the geopolitical risk and market adjustment.

Table 9: Geoscientific valuation of the Megado Projects on an equity basis

Project	Technical Value Low (A\$M)	Technical Value Mid (A\$M)	Technical Value High (A\$M)	Location Factor	Market Factor	Market Value Low (A\$M)	Market Value Mid (A\$M)	Market Value High (A\$M)
Spain - ICP	0.91	1.98	3.04	80-90%	105%	0.86	1.86	2.87
USA – North Fork	1.60	3.01	4.43	80%	80%	1.02	1.93	2.84
Canada - Cyclone	0.61	1.33	2.05	80%	120%	0.59	1.28	1.97
Canada – K Project	0.01	0.03	0.04	80%	80%	0.01	0.02	0.03
Ethiopia – Gold Projects	0.93	1.84	2.74	25%	120%	0.28	0.55	0.82
TOTAL	4.06	8.19	12.31			2.75	5.64	8.52

Appropriate rounding to the total valuation has been undertaken. Megado has 80% ownership in ICP and some of the projects in Ethiopia that has been taken into account.

The Megado Projects are considered by VRM to have a market value using the Geoscientific method of between **\$2.75 million** and **\$8.52 million** with a preferred value of **\$5.64 million**.

7.2 Prospectivity Enhancement Multiplier (PEM) Valuation

VRM has undertaken a PEM valuation of the projects based on the exploration expenditure provided by the Company and where not provided by the company a proxy was used based on the minimum expenditure conditions.

In the case of the ICP Project in Spain, there has been minimal exploration expenditure given the permits are not yet awarded and therefore studies have been of a desktop nature. As a proxy for this, VRM understands that the vendor group has been operating in Spain for the past five years and have sponsored this Project via an entity that has had over A\$1.6 million in equity contributed. Megado estimated that 25% of this relates to the ICP and VRM assigned the A\$0.4 million equally across the 12 tenement applications. This was multiplied by a PEM of 1.0 to generate the low valuation by this method and 1.3 to generate the high valuation.

In addition to this, VRM understands that the Company is required to meet the exploration expenditure committed to as detailed in Section 2.5, including an initial work guarantee and an environmental guarantee. This equated to approximately A\$771,160 in total for the five Investigation Permits and A\$739,292 for the seven Exploration Permits. These were considered by VRM as committed exploration budgets and were added to the PEM valuation but with no range of PEM values applied as the outcome of exploration cannot yet be assessed. Company costs were not considered as these were not attributed to individual tenements.

For the North Fork Project, exploration expenditure provided by the Company amounted to A\$1,762,851. This was multiplied by a PEM of 1.0 to generate the low valuation by this method and 1.3 to generate the high valuation as in VRM's opinion this exploration has enhanced the potential, but no drilling has taken place.

For Cyclone and K Projects, exploration expenditure provided by the Company was A\$339,497 for Cyclone and A\$142,740 for the K Project. For Cyclone this was multiplied by a PEM of 1.3 to generate the low valuation by this method and 1.5 to generate the high valuation as in VRM's opinion this exploration has enhanced the potential, but no drilling has taken place. For the K Project this amount was multiplied by a PEM of 1.0 to generate the low valuation by this method and 1.3 to generate the high valuation reflecting only a slight increase.

For the properties in Ethiopia, exploration expenditure provided by the Company amounted to \$3,762,042. This was multiplied by a PEM of 0.2 to generate the low valuation by this method and 0.5 to generate the high valuation despite early exploration at Babicho and Chakata giving promising exploration results but considering very limited recent spend has resulted in the tenements no longer being in good standing and reflecting the high risks of operating in Ethiopia.

The previous actual or estimated expenditure has been multiplied by the PEM as detailed in Table 8 to generate a range of PEM values. VRM has assessed the effectiveness of the exploration expenditure and used an upper and lower PEM multiple to generate a range of likely values with the preferred valuation being the average as summarised in Table 10.

Table 10: PEM Valuation by Project

Project	Expenditure (A\$)	PEM Value Low (A\$M)	PEM Value Mid Point (A\$M)	PEM Value High (A\$M)
Spain - ICP	1,910,451 ¹	1.83	1.88	1.93
USA – North Fork	1,762,851	1.76	2.03	2.29
Canada - Cyclone	339,497	0.44	0.48	0.51
Canada – K Project	142,740	0.14	0.16	0.19
Ethiopia – Gold Projects	3,762,042	0.69	1.21	1.73
TOTAL (A\$M)		4.87	5.76	6.64

1. This includes estimated acquisition costs of approximately \$400,000 and committed future one-year exploration budgets of \$1,510,451

Note Appropriate rounding has been undertaken. Megado has 80% ownership in ICP and some of the projects in Ethiopia that has been taken into account.

For the Megado Projects, the market valuation estimated by the PEM valuation method is between **\$4.87 million** and **\$6.64 million** with a preferred valuation of **\$5.76 million**.

7.3 Comparable Market Based Transactions

VRM considered two transactions that were identified as potentially comparable to the mineral assets being valued to support the other valuation approaches.

7.3.1 North Fork Transaction

As outlined above on 19 December 2024, Megado announced that it had executed an agreement with PURE Exploration (USA) LLC, a wholly owned subsidiary of Iluka in relation to the North Fork Project. VRM understands that Megado has received the requisite payment of A\$500,000 and Iluka has reimbursed Megado up to US\$110,000 for claim maintenance fees for a two-year right to explore the property.

Thereafter Iluka may elect to purchase 100% of the Project for A\$1 million during this two-year period. VRM understands that exploration cannot commence until May 2025 when the field season starts due to snow cover until then. Therefore, at the time of reporting Megado retains 100% ownership.

A three-tranche transaction is proposed whereby Iluka pays A\$500,000 and reimburses Megado up to US\$110,000 for a two-year right to explore the property. During this period Iluka may undertake a second-tranche payment of A\$1 million to purchase the project and the third tranche relates to a production payment of A\$2 million within 30 days of Iluka achieving US\$10 million in revenues (or conversion to a 2% gross revenue royalty).

VRM has assumed that there is a 60% chance Iluka will elect to purchase the Project (i.e. that the second-tranche payment will be made) but considers that the third tranche is unlikely to proceed at this time based on Iluka not having commenced exploration and therefore production achievement being a very low probability.

These assumptions value the North Fork Project at approximately A\$1.28 million.

7.3.2 Cyclone Project

On 15 January 2025 in its most recent Quarterly Report to the end of December 2024, Megado noted that its Cyclone Project is immediately adjacent to the Aquilon Gold Project (**Aquilon**) owned by Sirios. Aquilon is the subject of an option agreement with Sumitomo Metal Mining Canada (**Sumitomo**) where it can spend up to CA\$14.8 million to earn an 80% interest in the Project that covers 68 square kilometres.

Based on information sourced from S&P Capital IQ, Sumitomo agreed to acquire the 80% stake in Aquilon project from Sirios whereby Sumitomo will pay CA\$200,000 and incur CA\$4.6 million in mineral exploration expenditures to acquire an initial 51% interest in Aquilon. Sumitomo can earn an additional 29% interest in the project, for an aggregate of 80%, by incurring an additional aggregate of CA\$10 million in mineral exploration expenditures (Sirios Press Release dated 19 December 2022).

VRM has assumed that there is a 50% chance Sirios will earn the initial 51% in the Aquilon Project (i.e. that the second-tranche payment will be made) but considers that the next earn-in is unlikely to proceed at this time based on Sirios likely to have assessed the project by the time the first earn-in point is achieved and therefore the likelihood of earning another 29% by spending another CA\$5.2 million is low, say 10%.

These assumptions value the Aquilon Project at approximately A\$7.2 million for project area of 68 square kilometres as at June 2022 (S&P Capital IQ). The Cyclone Project is more than double the area of Aquilon, but in VRMs opinion the Projects are not comparable as Aquilon has had more gold exploration, the mineralisation identified is situated at a fold in the greestone belt and no gold occurrences have been identified at Cyclone.

8. Risks and Opportunities

8.1 General Risks and Opportunities

Mineral exploration, by its very nature has significant risks, particularly for early-stage projects, of which all these Exploration Projects are considered. Based on the industry-wide exploration success rates it is possible that no additional significant economic mineralisation will be located within any of the Projects. Even in the event significant additional mineralisation does exist within the Project, factors both in and out of the control of the Company may prevent the identification or development of such mineralisation.

There are often environmental, safety and regulatory risks associated with exploration. This may include, but is not limited to, factors such as community consultation and agreements, as well as environmental considerations. Once more advanced, Projects are assessed for risks associated with mining, metallurgical and processing facilities requirements and services, ability to develop infrastructure appropriately, and mine closure processes. Assessment of these risks would be addressed in successive technical-economic studies, which generally commence once a Project has initiated Mineral Resource definition drilling and estimation activities. A risk exists that fatal flaws may be identified during these studies, that impede project development.

The data included in this report and the basis of the interpretations herein have been derived from a compilation of data included in annual and quarterly technical reports and ASX releases sourced from the Company and other public data. In addition, company presentations and academic literature has been utilised to evaluate the historic exploration data, and to ascertain the prospectivity potential and possible mineralisation systems present within the tenement holdings. There is a risk that material information may not have been identified in the data compilation, but this is mitigated by the Company conducting a review for factual accuracy.

Global economics such as changes to commodity prices and access to capital to fund exploration can be considered as both risks and opportunities. These are factors that are outside of the control of the Company, as are broader societal issues. For example, at the time of drafting this Report, globally significant unrest in Ukraine and the Middle East is being felt across the world and inflationary pressures are leading to uncertainty in the investment environment coupled with uncertain fiscal settings emanating from the US following the recent Presidential election. There has also been a recent increase in the recognition of the need for a rapid transition of the global energy requirements and a significant push toward lower carbon intensity power generation. This shift has dramatically changed the demand profile for several "green" or "future facing" commodities including copper, lithium, nickel and REE. Where China controls the supply of a metal price swings have been the most volatile.

8.2 Project Specific Risks and Opportunities

For all the projects there are the typical risks associated with early-stage exploration properties.

Many of the projects such as ICP has competing land users, title is not yet granted and operational mines if eventually found are not common in this region of Spain. Limited exploration has been conducted here recently, but Megado has committed a significant exploration budget for the first year once tenure is granted.

The North Fork Project has now been divested to Illuka, allowing the Company to focus its efforts elsewhere, but it is uncertain whether the incoming party will complete the earn-in period, and the

Company will realise additional value from the project. This property also presents challenges to access during the North American winter months.

Cyclone and K Project are both very remote and challenged by limited field seasons that limits exploration that can be conducted year-round and makes drilling expensive compared to other project areas. The potential for Cyclone to host gold mineralisation is largely untested at this time on Megado's licences, but significant work will need to be completed over a large area in this remote and challenging environment.

The gold properties in Ethiopia are geologically of interest and the presence of demonstrated mineralisation in trenches and limited drilling shows initial promise. However, the risk rating of the country is high and VRM has been unable to independently verify tenement records, and the tenements may not be in good standing, highlighting substantial risks for these properties.

9. Preferred Valuations

Based on the valuation techniques detailed above, Table 11 provides a summary of the valuation of exploration potential within the Projects by the various techniques. Figure 32 graphically shows the valuation range and preferred valuation for the Projects.

VRM's preferred valuation is generally based on the geoscientific method as this is considered to best reflect the geological potential of the mineral assets, apart from North Fork that was primarily based on the actual project transaction. The geoscientific method is generally supported by the PEM method with those expenditures based on information from the Company and recognising that field activities were interrupted on some project areas and for the Canadian projects the focus is no longer on lithium. The projects in Spain are not yet granted, but committed future exploration budgets for one year have been considered by VRM.

On this basis in VRM's opinion, as summarised in Table 11 the likely market value of the Megado Projects is between **A\$2.7 million** and **A\$7.3 million** with a preferred valuation of **A\$5.0 million**.

Table 11: Valuation Summary Project by method

Country	Project	Method		Lower Valuation (A\$M)	Preferred Valuation (A\$M)	Upper Valuation (A\$M)
Spain	ICP	Geoscientific	Primary	0.9	1.9	2.9
		PEM	Supporting	1.8	1.9	1.9
USA	North Fork	Actual transaction	Primary	1.0	1.3	1.6
		Geoscientific	Supporting	1.0	1.9	2.8
		PEM	Supporting	1.8	2.0	2.3
Canada	Cyclone	Geoscientific	Primary	0.6	1.3	2.0
		PEM	Supporting	0.4	0.5	0.5
Canada	K Project	Geoscientific	Primary	0.01	0.02	0.03
		PEM	Supporting	0.1	0.2	0.2
Ethiopia	Various	Geoscientific	Primary	0.3	0.6	0.8
		PEM	Supporting	0.7	1.2	1.7
Combined		Preferred Valuation		2.7	5.0	7.3

Note the totals may not add due to rounding in the valuations. Megado has 80% ownership in ICP and some of the projects in Ethiopia that has been taken into account.



Figure 32: Valuation Summary Megado Projects

Source: VRM 2025

10. References

The reference list below includes public domain and unpublished company reports obtained either directly from the Company or via independent research by VRM. Reference to specific ASX and TSX releases of the Company or other tenement holders is provided through the body of the Report.

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VALMIN Committee, 2015. Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code) [online]. Available from: <http://www.valmin.org> (The VALMIN Committee of the Australasian Institute of Mining and Metallurgy and Australian Institute of Geoscientists).

Appendix A Tenure details and base acquisition cost assumptions

Tenure summaries for each of the Projects is provided in the body of the Report including Holder details. For individual tenement areas and Base Acquisition Cost (**BAC**) assumptions refer to Table 12 for ICP in Spain, Table 13 for North Fork in USA, Table 14 for Cyclone and K Projects in Canada and Table 15 for the Ethiopian projects.

The tables below provide individual tenement details including areas and, where these apply, annual exploration expenditure commitments. The annual exploration expenditure commitments are used as the Base Acquisition Cost (**BAC**) in the Geoscientific valuation approach as described in Section 6.5.2. Where there are no annual exploration expenditure commitments or VRM is unable to source this information, the BAC applied is what would be expected for similar tenements in Western Australia as a proxy. Further details are outlined in Section 7.1 in the body of the Report.

Table 12: Tenure Details Megado ICP Project in Spain

Project	Permit Type	Equity	Area (km ²)	Estimated Grant	Status ^{1,2}
Eslava	Investigation	80%	84.30	May 2025	Application
Etayo	Investigation	80%	59.10	May 2025	Application
Solana	Investigation	80%	86.70	May 2025	Application
Cáseda	Investigation	80%	34.50	May 2025	Application
Arás	Investigation	80%	27.30	Uncertain	Application
Quiteria	Exploration	80%	97.20	Before June 2025	Application
Biel	Exploration	80%	94.50	Before June 2025	Application
Murillo	Exploration	80%	94.50	Before June 2025	Application
La Sotonera	Exploration	80%	94.50	Before June 2025	Application
Sabayés	Exploration	80%	94.50	Before June 2025	Application
Castilsabás	Exploration	80%	94.50	Before June 2025	Application
Labata	Exploration	80%	94.50	Before June 2025	Application

Notes:

1. For the ICP in Spain, VRM assumed a value of A\$300/square kilometre as the BAC.
2. Licences have not yet been granted, total area under application is 956.10 km²

Table 13: Tenure Details Megado North Fork Project in USA

Project	Claim Numbers ¹	Equity ²	Unit Area (ha)	Anniversary	Status
North Fork	311548	100%	8.36	09/02/2025	Live
North Fork	327955 to 328064 inc.	100%	8.36 each	09/02/2025	Live
North Fork	328067 to 328116 inc.	100%	8.36 each	09/02/2025	Live
North Fork	328118 to 328178 inc.	100%	8.36 each	09/02/2025	Live
North Fork	328180 to 328209 inc.	100%	8.36 each	09/02/2025	Live
North Fork	328212 to 328271 inc.	100%	8.36 each	09/02/2025	Live
North Fork	328277 to 328396 inc.	100%	8.36 each	09/02/2025	Live
North Fork	328404 to 328475 inc.	100%	8.36 each	09/02/2025	Live
North Fork	331547 to 331568 inc.	100%	8.36 each	09/02/2025	Live

Notes:

1. Tenure numbers listed are inclusive, i.e. 331547 to 331568 includes consecutive licence numbers and the area of 8.36 hectares applies to each tenement, with a total tenement area of 4431 hectares of 44.3km²
2. Megado announced on 19 December 2024 that it had executed an exploration agreement with PURE Exploration (USA) LLC, a wholly owned subsidiary of Iluka Resources Limited (ASX: ILU) (Iluka) in relation to the North Fork Project. This is described further in the body of the Report or refer to that announcement for agreement details.

Table 14: Tenure Details Megado Cyclone and K Projects in Canada

Project	Claim Numbers ¹	Equity	Unit Area (ha)	Expiry / Renewal	Status	Expenditure commitment (CA\$)
Cyclone	2570967 to 2571116 inc.	100%	~50.6 to 51.6 each	29/06/2026	Live	\$450 each claim
Cyclone	2571118 to 2571227 inc.	100%	~50.6 to 50.7 each	29/06/2026	Live	\$450 each claim
Cyclone	2689526 to 2689547 inc.	100%	~50.7 to 50.8 each	15/11/2025	Live	\$135 each claim
Cyclone	2633159 to 2633162 inc.	100%	Various ²	13/01/2025	Live	Various ²
Cyclone	2688326 to 2688341 inc.	100%	~50.7 each	12/11/2025	Live	\$135 each claim
K Project	2667991 to 2688014 inc.	100%	~51.9 each	20/09/2025	Live	\$135 each claim
K Project	2689874 to 2689884 inc.	100%	Various ³	16/11/2025	Live	Various ³

Notes:

1. Tenure numbers listed are inclusive, i.e. 2633159 to 2633162 includes consecutive licence numbers
2. At Cyclone for Claim numbers 2633159, 2633160, 2633161 and 2633162 the areas are approximately 23.0ha, 49.9ha, 39.9ha and 50.6ha and expenditure commitments are estimated to CA\$48.00, CA\$135, CA\$120 and CA\$135 respectively
3. For Claim numbers 2689874 area is 21.2ha, 2689875 area is 17.8ha and 2689878 area is 18.6ha each with a commitment of CA\$48.00; for Claim numbers 2689877 area is 33.3ha, 2689879 area is 27.4, 2689880 area is 25.7ha, 2689881 area is 42.4ha, 2689882 area is 34.2ha and 2689883 area is 32.6ha each with a commitment of CA\$120; and Claim numbers 2689876 area is 47.8ha and 2689884 area is 51.7 each with a commitment of CA\$135 respectively

Table 15: Tenure Details Megado Gold Projects in Ethiopia

Project	Tenement Number	Equity	Area (km ²)	Anniversary Date	Status ¹
Babicho	EL/00106/2019	80%	98.72	24/09/2022	Not in good standing
Chakata	MOM/EL/00556/2019	100%	62.08	18/08/2023	Not in good standing
Chochi	MOM/EL/2013/276	80%	137.28	5/01/2021	Not in good standing
Dawa	MOM/EL/00813/2019	100%	41.22	18/08/2023	Not in good standing
Mormora	EL/00313/2019	100%	138.98	24/09/2022	Not in good standing

Notes:

1. For the Gold Projects in Ethiopia, VRM was unable to independently confirm tenure and was informed by the Company that the tenure is not currently in good standing but this could be achieved by additional payments
2. Licences that were previously in good standing comprise a total area of 478.28 km²

Glossary

Below are brief descriptions of some terms used in this report. For further information or for terms that are not described here, please refer to internet sources such as Webmineral [[Mineralogy Database \(webmineral.com\)](http://webmineral.com)] and Wikipedia ([Wikipedia](http://wikipedia.org)).

The terms listed below are taken from the 2015 VALMIN Code ([The VALMIN Code - 2015 Edition](#)).

Annual Report means a document published by public corporations on a yearly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Australasian means Australia, New Zealand, Papua New Guinea and their off-shore territories.

Code of Ethics means the Code of Ethics of the relevant Professional Organisation or Recognised Professional Organisations.

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

Experts are persons defined in the Corporations Act whose profession or reputation gives authority to a statement made by him or her in relation to a matter. A Practitioner may be an Expert. Also see Clause 2.1 of the VALMIN Code.

Exploration Results is defined in the current version of the Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves (the JORC Code). Refer to <https://www.jorc.org/> for further information.

Feasibility Study means a comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project. The confidence level of the study will be higher than that of a Pre-feasibility Study.

Financial Reporting Standards means Australian statements of generally accepted accounting practice in the relevant jurisdiction in accordance with the Australian Accounting Standards Board (AASB) and the *Corporations Act*.

Independent Expert Report means a Public Report as may be required by the *Corporations Act*, the Listing Rules of the ASX or other security exchanges prepared by a Practitioner who is acknowledged as being independent of the Commissioning Entity. Also see ASIC Regulatory Guides RG 111 and RG 112 as well as Clause 5.5 of the VALMIN Code for guidance on Independent Expert Reports.

Information Memoranda means documents used in financing of projects detailing the project and financing arrangements.

Investment Value means the benefit of an asset to the owner or prospective owner for individual investment or operational objectives.

Life-of-Mine Plan means a design and costing study of an existing or proposed mining operation where all Modifying Factors have been considered in sufficient detail to demonstrate at the time of reporting that extraction is reasonably justified. Such a study should be inclusive of all development and mining activities proposed through to the effective closure of the existing or proposed mining operation.

Market Value means the estimated amount of money (or the cash equivalent of some other consideration) for which the Mineral Asset should exchange on the date of Valuation between a willing buyer and a willing seller in an arm's length transaction after appropriate marketing wherein the parties each acted knowledgeably, prudently and without compulsion. Also see Clause 8.1 of the VALMIN Code for guidance on Market Value.

Materiality or being **Material** requires that a Public Report contains all the relevant information that investors and their professional advisors would reasonably require, and reasonably expect to find in the report, for the purpose of making a reasoned and balanced judgement regarding the Technical Assessment or Mineral Asset Valuation being reported. Where relevant information is not supplied, an explanation must be provided to justify its exclusion. Also see Clause 3.2 of the VALMIN Code for guidance on what is Material.

Member means a person who has been accepted and entitled to the post-nominals associated with the AIG or the AusIMM or both. Alternatively, it may be a person who is a member of a Recognised Professional Organisation included in a list promulgated from time to time.

Mineable means those parts of the mineralised body, both economic and uneconomic, that are extracted or to be extracted during the normal course of mining.

Mineral Asset means all property including (but not limited to) tangible property, intellectual property, mining and exploration Tenure and other rights held or acquired in connection with the exploration, development of and production from those Tenures. This may include the plant, equipment and infrastructure owned or acquired for the development, extraction and processing of Minerals in connection with that Tenure.

Most Mineral Assets can be classified as:

(a) **Early-stage Exploration Projects** – Tenure holdings where mineralisation may or may not have been identified, but where Mineral Resources have not been identified;

(b) **Advanced Exploration Projects** – Tenure holdings where considerable exploration has been undertaken and specific targets identified that warrant further detailed evaluation, usually by drill testing, trenching or some other form of detailed geological sampling. A Mineral Resource estimate may or may not have been made, but sufficient work will have been undertaken on at least one prospect to provide both a good understanding of the type of mineralisation present and encouragement that further work will elevate one or more of the prospects to the Mineral Resources category;

(c) **Pre-Development Projects** – Tenure holdings where Mineral Resources have been identified and their extent estimated (possibly incompletely), but where a decision to proceed with development has not been made. Properties at the early assessment stage, properties for which a decision has been made not to proceed with development, properties on care and maintenance and properties held on retention titles are included in this category if Mineral Resources have been identified, even if no further work is being undertaken;

(d) **Development Projects** – Tenure holdings for which a decision has been made to proceed with construction or production or both, but which are not yet commissioned or operating at design levels. Economic viability of Development Projects will be proven by at least a Pre-Feasibility Study;

(e) **Production Projects** – Tenure holdings – particularly mines, wellfields and processing plants – that have been commissioned and are in production.

Mine Design means a framework of mining components and processes taking into account mining methods, access to the Mineralisation, personnel, material handling, ventilation, water, power and other technical requirements spanning commissioning, operation and closure so that mine planning can be undertaken.

Mine Planning includes production planning, scheduling and economic studies within the Mine Design taking into account geological structures and mineralisation, associated infrastructure and constraints, and other relevant aspects that span commissioning, operation and closure.

Mineral means any naturally occurring material found in or on the Earth's crust that is either useful to or has a value placed on it by humankind, or both. This excludes hydrocarbons, which are classified as Petroleum.

Mineralisation means any single mineral or combination of minerals occurring in a mass, or deposit, of economic interest. The term is intended to cover all forms in which mineralisation might occur, whether by class of deposit, mode of occurrence, genesis or composition.

Mineral Project means any exploration, development or production activity, including a royalty or similar interest in these activities, in respect of Minerals.

Mineral Securities means those Securities issued by a body corporate or an unincorporated body whose business includes exploration, development or extraction and processing of Minerals.

Mineral Resource is defined in the current version of the *Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves* (the JORC Code). Refer to <http://www.jorc.org> for further information.

Mining means all activities related to extraction of Minerals by any method (e.g. quarries, open cast, open cut, solution mining, dredging, etc.).

Mining Industry means the business of exploring for, extracting, processing and marketing Minerals.

Modifying Factors is defined in the current version of the *Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves* (the JORC Code). Refer to <https://www.jorc.org/> for further information.

Ore Reserve is defined in the current version of the *Australasian Code for the Reporting of Exploration Results, Mineral Resources and Ore Reserves* (the JORC Code). Refer to <https://www.jorc.org/> for further information.

Petroleum means any naturally occurring hydrocarbon in a gaseous or liquid state, including coal-based methane, tar sands and oil-shale.

Petroleum Resources and Petroleum Reserves are defined in the current version of the Petroleum Resources Management System (PRMS) published by the Society of Petroleum Engineers, the American Association of Petroleum Geologists, the World Petroleum Council and the Society of Petroleum Evaluation Engineers. Refer to [Society of Petroleum Engineers \(SPE\) | Oil & Gas Membership Association](#) for further information.

Practitioner is an Expert as defined in the *Corporations Act*, who prepares a Public Report on a Technical Assessment or Valuation Report for Mineral Assets. This collective term includes Specialists and Securities Experts.

Preliminary Feasibility Study (Pre-Feasibility Study) means a comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors that are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting. A Pre-Feasibility Study is at a lower confidence level than a Feasibility Study.

Professional Organisation means a self-regulating body, such as one of engineers or geoscientists or of both, that:

- (a) admits members primarily on the basis of their academic qualifications and professional experience;
- (b) requires compliance with professional standards of expertise and behaviour according to a Code of Ethics established by the organisation; and
- (c) has enforceable disciplinary powers, including that of suspension or expulsion of a member, should its Code of Ethics be breached.

Public Presentation means the process of presenting a topic or project to a public audience. It may include, but not be limited to, a demonstration, lecture or speech meant to inform, persuade or build goodwill.

Public Report means a report prepared for the purpose of informing investors or potential investors and their advisers when making investment decisions, or to satisfy regulatory requirements. It includes, but is not limited to, Annual Reports, Quarterly Reports, press releases, Information Memoranda, Technical Assessment Reports, Valuation Reports, Independent Expert Reports, website postings and Public Presentations. Also see Clause 5 of the VALMIN Code for guidance on Public Reports.

Quarterly Report means a document published by public corporations on a quarterly basis to provide shareholders, the public and the government with financial data, a summary of ownership and the accounting practices used to prepare the report.

Reasonableness implies that an assessment which is impartial, rational, realistic and logical in its treatment of the inputs to a Valuation or Technical Assessment has been used, to the extent that another Practitioner with the same information would make a similar Technical Assessment or Valuation.

Royalty or **Royalty Interest** means the amount of benefit accruing to the royalty owner from the royalty share of production.

Securities has the meaning as defined in the *Corporations Act*.

Securities Experts are persons whose profession, reputation or experience provides them with the authority to assess or value Securities in compliance with the requirements of the *Corporations Act*, ASIC Regulatory Guides and ASX Listing Rules.

Scoping Study means an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified.

Specialists are persons whose profession, reputation or relevant industry experience in a technical discipline (such as geology, mine engineering or metallurgy) provides them with the authority to assess or value Mineral Assets.

Status in relation to Tenure means an assessment of the security of title to the Tenure.

Technical Assessment is an evaluation prepared by a Specialist of the technical aspects of a Mineral Asset. Depending on the development status of the Mineral Asset, a Technical Assessment may include the review of geology, mining methods, metallurgical processes and recoveries, provision of infrastructure and environmental aspects.

Technical Assessment Report involves the Technical Assessment of elements that may affect the economic benefit of a Mineral Asset.

Technical Value is an assessment of a Mineral Asset's future net economic benefit at the Valuation Date under a set of assumptions deemed most appropriate by a Practitioner, excluding any premium or discount to account for market considerations.

Tenure is any form of title, right, licence, permit or lease granted by the responsible government in accordance with its mining legislation that confers on the holder certain rights to explore for and/or extract agreed minerals that may be (or is known to be) contained. Tenure can include third-party ownership of the Minerals (for example, a royalty stream). Tenure and Title have the same connotation as Tenement.

Transparency or being **Transparent** requires that the reader of a Public Report is provided with sufficient information, the presentation of which is clear and unambiguous, to understand the report and not be misled by this information or by omission of Material information that is known to the Practitioner.

Valuation is the process of determining the monetary Value of a Mineral Asset at a set Valuation Date.

Valuation Approach means a grouping of valuation methods for which there is a common underlying rationale or basis.

Valuation Date means the reference date on which the monetary amount of a Valuation in real (dollars of the day) terms is current. This date could be different from the dates of finalisation of the Public Report or the cut-off date of available data. The Valuation Date and date of finalisation of the Public Report must not be more than 12 months apart.

Valuation Methods means a subset of Valuation Approaches and may represent variations on a common rationale or basis.

Valuation Report expresses an opinion as to monetary Value of a Mineral Asset but specifically excludes commentary on the value of any related Securities.

Value means the Market Value of a Mineral Asset.

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