19 December 2024

NOTICE OF 2025 SHAREHOLDER MEETING AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (ASX:RML) refers to the notice of General Meeting (GM) and accompanying explanatory memorandum released to ASX on 19 December 2024 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (Shareholders).

The Meeting will be held:

Date:	Monday 20 January 2025
Time:	9:30am (ACDT)
Location:	Offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide SA

In reliance on Section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website on its ASX announcements page at https://www.resolutionminerals.com/investor-center/category/asx-releases or at www.asx.com.au.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 8 6118 7110 or by email at info@resolutionminerals.com.

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias
Company Secretary

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting
20 January 2025

Time of Meeting
9:30am (ACDT) (Adelaide time)

Place of Meeting
Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

RESOLUTION MINERALS LTD
ACN 617 789 732

NOTICE OF 2025 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Monday 20 January 2025 at 9:30am ACDT.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

GENERAL BUSINESS

Resolution 1 – Ratification of issue of up to 30,000,000 Placement 1 Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of up to 30,000,000 Placement 1 Shares announced on 10 December 2024 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Approval to issue up to 15,000,000 Placement 1 Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 15,000,000 Placement 1 Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 3 – Approval to issue up to 11,250,000 Corporate Advisory Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue up to 11,250,000 Corporate Advisory Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 4 – Approval to issue up to 15,000,000 Broker Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 15,000,000 Broker Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 5 – Approval to issue up to 230,000,000 Placement 2 Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 230,000,000 Placement 2 Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 6 – Approval to issue up to 115,000,000 Placement 2 Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 115,000,000 Placement 2 Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 7 – Approval to issue up to 34,500,000 Placement 2 Broker Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 34,500,000 Placement 2 Broker Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 8 – Approval to issue up to 115,000,000 Placement 2 Broker Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to 115,000,000 Placement 2 Broker Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 9 – Approval to issue 31,250,000 Broker Success Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 31,250,000 Broker Success Shares, on the terms set out in the Explanatory Notes, is approved."

Resolution 10 – Approval to issue 31,250,000 Broker Success Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 31,250,000 Broker Success Options, on the terms set out in the Explanatory Notes, is approved."

Resolution 11 – Issue Director Shares to Mr Aharon Zaetz

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 31,250,000 Director Shares to Mr Aharon Zaetz (or his nominee) and the provision of a Loan to assist in acquiring the Shares on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 12 – Issue Director Options to Mr Aharon Zaetz

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 31,250,000 Director Options to Mr Aharon Zaetz (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 13 – Issue Director Shares to Mr Mendel Rogatsky

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 31,250,000 Director Shares to Mr Mendel Rogatsky (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

Resolution 14 – Issue Director Options to Mr Mendel Rogatsky

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 31,250,000 Director Options to Mr Mendel Rogatsky (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting exclusion in relation to Resolutions 1 and 2
In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of a person who participated in Placement 1, will obtain a material benefit as a result of Placement 1, or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 1 and 2 by:
- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 Resolutions; and
    - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolutions 3, 4, 7, 8, 9 and 10
In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 3, 4, 7, 8, 9 and 10 by or on behalf of Oakley Capital Partners Pty Limited or their nominee(s) (if known at the time of the Meeting) and any person who will obtain a material benefit as a result of the proposed issue of the Corporate Advisory Shares and Broker Options (except a benefit solely by reason of being a holder of Shares), or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 3, 4, 7, 8, 9 and 10 by:
- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 Resolutions; and
    - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolutions 5 and 6
In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 5 and 6 by or on behalf of a person who may participate in Placement 2, if known at the time, or any of their Associates.

However, this does not apply to a vote cast in favour of Resolutions 5 and 6 by:
- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 Resolutions; and
    - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolutions 11, 12, 13 and 14
In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of these Resolutions by or on behalf of Mr Menachem Rogatsky, Mr Aharon Zaetz and Mr Syed Alsagoff any other person who is eligible to participate in the Share Option Plan, and any of their respective Associates.

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair of the Meeting to vote on the Resolutions as the Chair of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 Resolutions; and
    - the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with the Corporations Act, a vote must not be cast on these Resolutions (and will be taken not to have been cast if cast contrary to this restriction) by any participant or potential participant in the SOP and their respective Associates, otherwise the benefit of the Resolution for the purpose of section 200E of the Corporations Act will be lost by such a person in relation to that person's future retirement. However, a vote may be cast by such person if it is cast by that person as a proxy appointed by writing that specifies how the proxy is to vote on these Resolutions and it is not cast on behalf of a participant or potential participant in the SOP or their Associates.

Further, a vote on these Resolution must not be cast (in any capacity) on the Resolution by or on behalf of either of the following persons:

a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
b) a Closely Related Party of such a member.

However, such person (the voter) described above may cast a vote on these Resolutions as a proxy if the vote is not cast on behalf of a person described above and either:

a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on these Resolutions; or
b) the voter is the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
    i) does not specify the way the proxy is to vote on these Resolutions; and
    ii) expressly authorises the Chair of the Meeting to exercise the proxy even though these Resolutions is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Important information concerning proxy votes on Resolutions 11, 12, 13 and 14

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

Additionally, the Company will disregard any votes cast on Resolutions 11, 12, 13 and 14 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

(a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
(b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolutions 11, 12, 13 and 14 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chair of the Meeting how to vote on these Resolutions.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote in respect of Resolutions 11, 12, 13 and 14 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chair of the Meeting to vote your proxy in favour of the relevant Resolution. This express authorisation acknowledged that the Chair of the Meeting may vote your proxy even if:

(a) Resolutions 11, 12, 13 and 14 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
(b) the Chair of the Meeting has an interest in the outcome of Resolutions 11, 12, 13 and 14 and that votes cast by the Chair of the Meeting for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

Voting, Attendance Entitlement and proxy
A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chair of the Meeting as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chair of the Meeting as their proxy.**

Shareholders are encouraged to lodge their Proxy Forms online at https://investor.automic.com.au/#/loginsah.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am ACDT on 18 January 2025):

On-line:	https://investor.automic.com.au/#/loginsah
By mail:	Automic GPO BOX 5193 SYDNEY NSW 2001
By hand:	Level 5, 126 Phillip Street SYDNEY NSW 2000
By e-mail:	meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 9:30am ACDT on 18 January 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Adelaide, 19 December 2024

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction
These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolution 1: Ratification of the issue of up to 30,000,000 Placement 1 Shares

On 10 December 2024, the Company announced that it had received commitments to issue 30,000,000 Placement Shares at an issue price of $0.01 per Placement 1 Share under a private placement to sophisticated, professional and institutional investors (**Placement 1**). The issue of Shares pursuant to Placement 1 was undertaken under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum threshold set by ASX Listing Rule 7.1 and Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and Listing Rule 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and thus the Company is seeking ratification of the issue of Placement 1 Shares the subject of Resolution 1. The Company confirms that the issue and allotment of Placement 1 Shares did not breach ASX Listing Rule 7.1 at the date of issue.

If Resolution 1 is passed, the Placement 1 Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 1 is not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

Party	The Placement Shares were issued to various investors who did not require a disclosure document and who were identified and selected by the Company and introduced by Oakley Capital Partners Pty Limited (Oakley). None of the parties are Related Parties of the Company and there is no issue of Placement Shares to members of Key Management Personnel. If any of the Placement 1 Shares are issued after the date of the Notice, they will be parties nominated by the Lead Manager and will be issued Shares prior to the date of the Meeting to the maximum amount for which ratification is sought.
Number and Class of Securities issued	30,000,000 fully paid ordinary shares (Shares) under Listing Rule 7.1.

Date of issue	The Placement Shares were issued on or about 20 December 2024. Some Placement 1 Shares may be issued up to the date of the Meeting.
Price or other Consideration	The Placement Shares were issued at a price $0.01 (1.0 cents) per Share and the Company received $300,000 for the issue of the Placement 1 Shares.
Terms	The Placement 1 Shares rank equally with all other Shares on issue.
Purpose	The funds raised from the Placement will be used to progress exploration at the Company's exploration projects, business development and for working capital purposes.
Material terms of agreement	The relevant placement agreements provided that the issue price of the Placement 1 Shares was $0.01 and included various conditions customary for a placement agreement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolutions 2, 3 and 4: Approval to issue up to 15,000,000 Placement 1 Options, 11,250,000 Corporate Advisory Shares and 15,000,000 Broker Options

On 10 December 2024, the Company announced the issue of Placement 1 Shares as detailed above. Together with the Placement 1 Shares, the Company announced the issue of Placement 1 Options on a 1 for 2 basis with the Placement 1 Shares, issue of 11,250,000 Corporate Advisory Shares for services under the Broker Mandate and issue of 15,000,000 Broker Options to Oakley Capital Partners Pty Limited (Oakley) (or their nominee/s) in part consideration for the capital raising services provided by the Broker in relation to Placement 1. The Options have an exercise price of $0.018 and expiry of 31 July 2028 and are intended to be quoted when issued.

As noted in the Explanatory Notes to Resolution 1, broadly speaking, and subject to a number of exceptions, ASX 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.

Resolutions 2, 3 and 4 seek Shareholder approval for the issue of Placement 1 Options, Corporate Advisory Shares and Broker Options to the Broker for the purposes of ASX Listing Rule 7.1.

If Resolutions 2, 3 and 4 are passed, the Company will be able to proceed with the issue of Placement 1 Options and Corporate Advisory Shares and Broker Options to Oakley. In addition, the Shares and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 2, 3 and 4 are not passed, the Company will not be able to proceed with the issue of Placement 1 Options and Corporate Advisory Shares and Broker Options to Oakley.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolutions 2, 3 and 4:

	Resolution 2 - Approval to issue up to 15,000,000 Placement 1 Options	**Resolution 3 - Approval to issue up to 11,250,000 Corporate Advisory Shares**	**Resolution 4 - Approval to issue up to 15,000,000 Broker Options**
Party/ Allottees	Placement 1 allottees.	Oakley Capital Partners Pty Limited (Oakley) (or their nominee/s)	Oakley Capital Partners Pty Limited (Oakley) (or their nominee/s)
Number of Securities to be issued	15,000,000 Options.	11,250,000 Shares.	15,000,000 Options.
Material Terms of Securities	The material terms of the Options are detailed in Appendix 2. The Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.	Fully paid ordinary shares.	The material terms of the Options are detailed in Appendix 2. The Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.

	Resolution 2 - Approval to issue up to 15,000,000 Placement 1 Options	Resolution 3 - Approval to issue up to 11,250,000 Corporate Advisory Shares	Resolution 4 - Approval to issue up to 15,000,000 Broker Options
Date of issue	The issue and allotment of the Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Shares will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	The Options are issued as free attaching to Placement 1 Shares on a 1 for 2 basis. Funds raised on exercise of Options will be used for exploration, business development and working capital.	The Corporate Advisory Shares are being issued as fees to Oakley as advisor and separately to Placement 1 and no funds will be raised on the issue of the Corporate Advisory Shares. The value of the advisory services is $112,500 based on the $0.01 issue price of Placement 1 Shares.	The Broker Options will be issued for nil issue price as part of the consideration payable to Oakley for capital raising services under the Lead Manager Agreement. No funds will be raised upon the issue of Broker Options as they will be issued for no additional consideration. Funds will be raised upon the exercise of Broker Options and will be used to progress the Company's exploration activities and for working capital purposes at that time. Funds raised on exercise of Options will be used for exploration, business development and working capital.
Material terms of agreement	Participants in Placement 1 will be issued one Option for every 2 Shares issued under Placement 1.	The relevant Lead Manager Agreement provided that the Company remunerate the Lead Manager via the is of 11,250,000 Shares for advisory services provided in addition to the services pursuant to the management of Placement 1 and included various other conditions usual for a placement of this sort.	The relevant Lead Manager Agreement provided that the Company remunerate the Lead Manager via the payment of a 6% fee and the issue of Broker Options (the subject of Resolution 4) in relation to services provided in managing Placement 1 and included various other conditions usual for a placement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 2, 3 and 4 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 2, 3 and 4.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 2, 3 and 4.

Resolutions 5 and 6 – Approval to issue up to 230,000,000 Placement 2 Shares and up to 115,000,000 Placement 2 Options

On 10 December 2024, the Company announced the issue of Placement 1 Shares as detailed above. Together with the Placement 1 Shares, the Company announced the issue of Placement 1 Options on a 1 for 2 basis with the Placement 1 Shares. The Options have an exercise price of $0.018 and expiry of 31 July 2028 and are intended to be quoted when issued.

The Company intends to raise funds to fund exploration at the Company's Alaskan and Australian projects, business development opportunities and for working capital purposes.

As noted in the Explanatory Notes to Resolution 1, broadly speaking, and subject to a number of exceptions, ASX 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.

Resolutions 5 and 6 seek Shareholder approval for the issue of Placement 2 Shares and attaching Placement 2 Options for the purposes of ASX Listing Rule 7.1.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of Placement 2 Shares and Placement 2 Options. In addition, the Shares and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of Placement 2 Shares and Placement 2 Options.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolutions 5 and 6:

	Resolution 5 - Approval to issue up to 230,000,000 Placement 2 Shares	**Resolution 6 - Approval to issue up to 115,000,000 Placement 2 Options**
Party/ Allottees	Placement 2 allottees – expected to be clients of brokers.	Placement 2 allottees – expected to be clients of brokers..
Number of Securities to be issued	Up to 230,000,000 Shares.	Up to 115,000,000 Options.
Material Terms of Securities	Fully paid ordinary shares.	The material terms of the Options are detailed in Appendix 2. The Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.
Date of issue	The issue and allotment of the Shares will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	The Shares are proposed to be issued at a price of no less than $0.01 (1.0 cents) per Share. The funds raised from Placement 2 will be used to fund exploration at the Company's Alaskan and Australian projects, business development opportunities and for working capital purposes.	The Options are issued as free attaching to Placement 1 Shares on a 1 for 2 basis. Funds raised on exercise of Options will be used for exploration, business development and working capital.
Material terms of agreement	Participants in Placement 2 will subscribe for Shares in the Company on terms detailed above.	Participants in Placement 2 will be issued one Option for every two Shares issued under Placement 2.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 5 and 6 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 5 and 6.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 5 and 6.

Resolutions 7, 8, 9 and 10 – Approval to issue 34,500,000 Placement 2 Broker Shares, 115,000,000 Placement 2 Broker Options, 31,250,000 Broker Success Shares and 31,250,000 Broker Success Options

As detailed in the explanation of Resolutions 5 and 6, the Company intends to raise funds to fund exploration at the Company's Alaskan and Australian projects, business development opportunities and for working capital purposes under Placement 2. The proposed issue of Broker Success Shares and Broker Success Options is conditional on Placement 2 raising an amount of at least $1.25 million (125,000,000 Placement 2 Shares and 62,500,000 Placement 2 attaching Options). Additionally, Oakley (or nominee) will be issued 1.5 Broker Shares for every 10 Shares issued under Placement 2 as well as 1 Broker Option for every Option issued under Placement 2. The Company will seek quotation of the Placement 2 Broker Options and Broker Success Options.

As noted in the Explanatory Notes to Resolution 1, broadly speaking, and subject to a number of exceptions, ASX 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.

Resolutions 7, 8, 9 and 10 seek Shareholder approval for the issue of Placement 2 Broker Shares and Placement 2 Broker Options as well as Broker Success Shares and Broker Success Options for the purposes of ASX Listing Rule 7.1.

If Resolutions 7, 8, 9 and 10 are passed, the Company will be able to proceed with the issue of Placement 2 Broker Shares and Placement 2 Broker Options as well as Broker Success Shares and Broker Success Options. In addition, the Shares and Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 7, 8, 9 and 10 are not passed, the Company will not be able to proceed with the issue of Placement 2 Broker Shares and Placement 2 Broker Options as well as Broker Success Shares and Broker Success Options.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolutions 7, 8, 9 and 10:

	Resolution 7 - Approval to issue Placement 2 Broker Shares	**Resolution 8 - Approval to issue Placement 2 Broker Options**	**Resolution 9 - Approval to issue 31,250,000 Broker Success Shares**	**Resolution 10 - Approval to issue 31,250,000 Broker Success Options**
Party/ Allottees	Oakley Capital Partners Pty Limited (Oakley) (or their nominee/s)			
Number of Securities to be issued	Up to 34,500,000 Shares.	Up to 115,000,000 Options.	31,250,000 Shares.	31,250,000 Options.
Material Terms of Securities	Fully paid ordinary shares.	The material terms of the Options are detailed in Appendix 2. The Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.	Fully paid ordinary shares.	The material terms of the Options are detailed in Appendix 2. The Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.
Date of issue	The issue and allotment of the Shares will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Shares will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.	The issue and allotment of the Options will occur as soon as reasonably practicable following the Meeting and, in any event, within three (3) months of the date of the Meeting.
Price, Consideration, Purpose	The Shares are issued as Broker fees for no additional consideration. The value of the Broker Shares is $0.01 per Share based on the issue price of Placement 1 Shares.	The Options are issued as Broker fees for no additional consideration. The value of the Broker Options is approximately $0.01 per Option based on an estimated Black Scholes valuation.	The Shares are issued as Broker fees for no additional consideration. The value of the Broker Success Shares is $0.01 per Share based on the issue price of Placement 1 Shares.	The Options are issued as Broker fees for no additional consideration. The value of the Broker Success Options is approximately $0.01 per Option based on an estimated Black Scholes valuation.
Material terms of agreement	The Lead Manager to Placement 2 will be issued with 1.5 Shares for every 10 Placement 2 Shares issued.	The Lead Manager to Placement 2 will be issued with 1 Options for every Option issued pursuant to Placement 2.	The Lead Manager to Placement 2 will be issued the Broker Success Shares where at least $1.25 million is raised pursuant to Placement 2.	The Lead Manager to Placement 2 will be issued the Broker Success Options where at least $1.25 million is raised pursuant to Placement 2.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 7, 8, 9 and 10 and advise that that they intend to vote any Shares that they own or control in favour of Resolutions 5 and 6.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 7, 8, 9 and 10.

Resolutions 11, 12, 13 and 14: Issue Director Options and Director Shares to Mr Rogatsky and Mr Zaetz

Background
Mr Rogatsky and Mr Zaetz (**Participating Directors**) are executive Directors with responsibility of management and oversight of the Company. For the purpose of remunerating the Participating Directors to preserve cash, the Board has determined to include an equity based component to their remuneration package. The Participating Directors have been invited by the board of the Company to receive Shares and Options as remuneration, if approved by Members at this Meeting. The Company also seeks Shareholder approval to fund the issue of 31,225,000 Shares to Director Aharon Zaetz via a loan. The value of the Loan will be based on the 5 day VWAP of the Company's Shares immediately prior to the date of issue – representing the market value of the Shares at that time.

Reason for approval – Listing Rules
ASX Listing Rules 10.11 and 10.14 require Shareholder approval for the issue of Equity Securities to a related party, or a person whose relationship with the entity, or a related party is, in ASX's opinion, such that approval should be obtained.

Accordingly, Shareholder approval is sought for the issue of Shares and Options to the Participating Directors (or their nominee/s) on the terms set out below. If approval of the issue of the Shares and Options is given under Listing Rules 10.11 and 10.14, approval is not required under Listing Rule 7.1. The issue of Shares and Options to the Participating Directors will therefore not be included in the 15% calculation for the purposes of Listing Rule 7.1.

All Options are proposed to be issued under the Company's SOP.

If Resolutions 11, 12, 13 and 14 are approved, then the Participating Directors will be able to receive remuneration via the issue of the relevant Shares and Options.

If Resolutions 11, 12, 13 and 14 are not approved, no Share nor Options will be issued to the Participating Directors pursuant to the SOP.

Reason for approval – Corporations Act – Termination Benefits
The Corporations Act restricts the Company from giving certain "benefits" to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term "benefit" is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the SOP.

Accordingly, Resolutions 11, 12, 13 and 14 also seek Shareholder approval for the purpose of the Company providing these Termination Benefits to the Participating Directors in accordance with the terms of the SOP.

Specifically, Shareholder approval is being sought to enable the Board to exercise certain discretions under the SOP, including the discretion to determine to waive some or all of the Performance Conditions (if any) attaching to Options or accelerate their vesting, where a participant ceases to be employed or engaged by the Company, including as a result of redundancy, death, total or permanent incapacity and other circumstances determined by the Board.

This approval is being sought in respect of the current participation in the SOP, and the Termination Benefits that may arise if and when the Participating Directors cease to be engaged by the Company.

Other than as expressly set out in Resolutions 11, 12, 13 and 14, no current Director will participate in the SOP unless separate Shareholder approval is first obtained.

For the purposes of section 200E of the Corporations Act, the Company advises that various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the SOP and, therefore the value of the Termination Benefits cannot be determined in advance.

The value of a particular benefit resulting from the exercise of the Board's discretion under the SOP will depend on factors such as the Company's share price at the time of the exercise of this discretion and the number of Options that the Board decides to waive the Performance Conditions in respect of or for which the vesting date is accelerated. Some of the factors that may affect the value of the Termination Benefits are as follows:

(a) the nature and extent of any Performance Conditions waived by the Board;
(b) the number of Performance Conditions that have been satisfied at the time that the Board exercises this discretion; and
(c) the number of unexercised Options that the Director holds at the time that this discretion is exercised.

Issue of Options to the Participating Directors
Upon approval at this Meeting, the Company intends to issue Options to the Participating Directors within 1 month of the Meeting. The Options will be issued as vested Securities. The Company will not issue the Options later than the three year anniversary of approval of this Resolution at the Meeting.

In the event that all Options are exercised, the Company will issue one Share for each vested Option. The Shares to be issued upon exercise of the Options will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares at the date of issue.

The Company advises that it will provide a limited recourse nil interest loan in relation to the issue of Shares to Mr Zaetz.

Issue Price and Exercise Price
There is no issue price and consequently there are no funds raised upon issue of the Shares and Options as they are issued for nil consideration. Each issued Option will have an exercise price of $0.018 and expiry of 31 July 2028.

Vesting
The Shares and Options are issued as vested Securities and become exercisable as elected by the Participating Director.

Each Participating Director will be issued 31,250,000 Shares and 31,250,000 Options.

Director total current remuneration
The Participating Directors are remunerated as listed below (base salary and superannuation).

TABLE 1

Director	Full year amount	2023/24 payments[1]
M Rogatsky	$350,000	$204,167
A Zaetz	$350,000	$204,167

[1] Cash remuneration for the year ended 30 June 2024 as disclosed the Company's Remuneration Report. The Directors commenced employment with the Company during the 2023/24 financial year. Remuneration of Mr Zaetz and Mr Rogatsky was settled via issued of Shares during the 2023/24 year.

The participating Directors have the following relevant interest in Equity Securities of the Company (post consolidation effected on 6 December 2024):

TABLE 2

Director	Shares	Listed options	Unlisted options
M Rogatsky	29,090,625	3,750,000	22,775,000
A Zaetz	21,875,000	-	22,500,000

If all the Options granted vest and are exercised, then a total of 62,500,000 new Shares would be issued. This will increase the number of Shares on issue from 201,252,876 to 263,752,876 (assuming that no other Shares are issued other than Placement 1) with the effect that the shareholding of existing Shareholders would be diluted by approximately 21.28%.

The market price for Shares during the term of the Shares and Options will affect the value of the perceived benefit given to the Participating Directors. The trading history of Shares on ASX in the 12 months before to 13 December 2024 is listed in Table 3 below (based on adjusted pricing following the recent 1:8 consolidation):

TABLE 3

	Price	Date
Highest	$0.032	14 December 2023 to 17 December 2023, 4 January 2024, 30 January 2024, 15 February 2024 to 25 February 2024 and 7 March 2024
Lowest	$0.008	13 September 2024 to 16 September 2024, 15 October 2024, 18 October 2024, 24 October 2024, 29 October 2024, 4 November 2024, 8 November 2024, 15 November 2024 and 21 November 2024
Last	$0.018	13 December 2024

Corporations Act – Related Party
Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Options, pursuant to Resolutions 11, 12, 13 and 14, as the exception in section 211 of the Corporations Act applies. Shareholder approval must nonetheless be obtained pursuant to ASX Listing Rules 10.11 and 10.14. The Director Shares and Options which are proposed to be issued are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

ASX Listing Rules Disclosure
ASX Listing Rules 10.11 and 10.14 provides that a Company must not issue or agree to issue securities to a Person, without first obtaining shareholder approval.

ASX Listing Rule 10.13 requires that the following additional information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rules 10.11:

(a) the Shares will be issued to nominees of the Participating Directors (or an entity associated with the Participating Directors), being persons who fall within Listing Rules 10.11.1 and, therefore, for whose nominees fall within 10.11.4 ;
(b) the Company proposes to issue 31,250,000 Shares to each Participating Director;
(c) the issue of the Shares, the subject of Resolutions 11 and 13, will occur no later than 1 month after the date of the Meeting;
(d) the Shares will be issued for no consideration;
(e) no funds will be raised upon the issue of Shares, and the purpose of the issue is to include a cash preservation component available to the Participating Directors; and
(f) the value of each Share is $0.018 based on the closing Share price on 13 December 2024.

ASX Listing Rule 10.15 requires that the following additional information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.14:

(a) the Options will be issued to nominees of the Participating Directors (or an entity associated with the Participating Directors), being persons who fall within Listing Rule 10.14.1 and, therefore, for whose nominees fall within 10.14.3;
(b) the Company proposes to issue 31,250,000 Options to each Participating Director;
(c) the issue of the Options, the subject of Resolutions 12 and 14, will occur no later than 3 years after the date of the Meeting, but is expected to occur within 1 month after the Meeting;
(d) the Options will be issued for no consideration with $0.018 payable by the Participating Directors upon the exercise and conversion of Options to a Share. Unexercised Options will expiry on 31 July 2028. Detailed Option terms are included in Appendix 2, including that the Company will seek quotation of the Options when issued;
(e) no funds will be raised upon the issue of Options, and the reason that Options are being issued is as a cash preservation component available to the Participating Directors in remunerating the Participating Directors commensurate with their skills and experience;
(f) the Company has not previously issued Options to the Participating Directors;
(g) the Company will undertake a valuation of the Director Options using the Black Scholes valuation method if approved by Shareholders at the Meeting. If all Director Shares and Options were currently vested, then each Director Share and Option would convert into one (1) Share in the Company and would currently be valued at approximately $0.01 per Share (estimated Black Scholes valuation);
(h) details of any Securities issued under the SOP, as contained in Appendix 2, will be published in the Company's annual report in the period to which they were issued along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
(i) any additional persons covered by Listing Rule 10.14 who became entitled to participate in an issue of Securities under the SOP after the Resolution is approved and who were not named in the Notice will not participate until approval is obtained under that Listing Rule.

Board Recommendation
The Participating Directors decline to make a recommendation to Shareholders in relation to Resolutions 11, 12, 13 and 14 due to their material personal interest in the outcome of the Resolutions on the basis that they may be issued Shares and Options should Resolutions 11, 12, 13 and 14 be passed.

With the exception of the Shares and Options to each Participating Director in respect of the Resolution as it relates to themselves, no other Director has a personal interest in the outcome of Resolutions 11, 12, 13 and 14 as they relate to the other Participating Directors. The Directors (other than in respect of Shares and Options that relate to themselves) recommend that Shareholders vote in favour of Resolutions 11, 12, 13 and 14 for the following reasons:

- the issue of Shares and Options to the Participating Directors will better align the interests of the Participating Directors with those of Shareholders;
- the issue of the Shares and Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would, if cash payments were given the Participating Directors under their employment arrangements; and
- it is not considered that there aren't any significant opportunity costs to the Company or benefits foregone by the Company in the issue of Shares and Options on the terms proposed.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 11, 12, 13 and 14.

Glossary

In the Notice of Meeting and Explanatory Notes:

ACDT means Australian Central Daylight Time.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of RML.

Chair of the Meeting means the chairman of the Meeting.

Closely Related Party has the meaning given to it in the Corporations Act and the Corporations Regulations.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Director Options means Options proposed to be issued to each Participating Director.

Director Shares means Shares proposed to be issued to each Participating Director.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these explanatory notes.

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Loan means a non-recourse loan made to Director Aharon Zaetz in relation to the issue of 31,225,000 Director Shares as detailed in the Notice. The loan will attract no interest and its value will be based on the 5 day VWAP of the Company's Shares immediately prior to the date of issue.

Meeting or General Meeting means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited on Monday 20 January 2025 at 9:30 am ACDT.

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Oakley or **Broker** or **Corporate Advisor** means Oakley Capital Partners Pty Limited (ACN 663 165 839) acting as Lead Manager to Placement 1 and Placement 2.

Options means options, proposed to be quoted with an exercise price of $0.018 (1.8 cents) and expiry of 31 July 2028 to acquire Shares in the Company.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

Participating Directors means, together Mr Rogatsky and Mr Zaetz.

Placement 1 means the placement of 30,000,000 Shares at 1.0 cents per Share to raise approximately $0.3 million as announced on 10 December 2024.

Placement 1 Shares means the Shares issued pursuant to Placement 1.

Placement 2 means the placement of up to 230,000,000 Shares at a price no less than 1.0 cents per Share to raise up to $2.3 million within 3 months of the Meeting.

Placement 2 Shares means the Shares issued pursuant to Placement 2.

Proxy Form means the proxy form attached to this Notice of Meeting.

Related Party has the meaning given to that term in the Corporations Act.

Remuneration Report means the section of the Directors' report of RML that is included in the Company's Annual Report.

Resolution means a resolution referred to in this Notice.

RML or **the Company** means Resolution Minerals Ltd (ABN 99 617 789 732).

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

SOP or **Share Option Plan** means the Company's Share Option Plan as approved by Shareholders on 29 November 2024.

VWAP means volume weighted average price.

Appendix 1

Key terms of Share Option Plan (SOP)

1. Eligibility

a. The Board may, in its absolute discretion, grant Options to an "Eligible Employee".
b. An "Eligible Employee" is a Director, senior executive or full or part time employee or contractor of the Company or its associated body corporate, who is invited by the Board to participate in the SOP.

2. Rights attaching to Options

a. An Option entitles its holder to a Share, subject to satisfaction of certain performance conditions determined by the Board and provided it has not lapsed.
b. If the performance conditions are satisfied, the options become exercisable.
c. An Option does not give the holder a legal or beneficial right to Shares.
d. Options do not carry any rights or entitlements to dividends, return of capital or voting in shareholder meetings.
e. An Option does not entitle the holder to participate in any new issues of securities unless, before the record date for determining entitlements under the new issue, that Option has been exercised and a Share has been issued in respect of that Option.

3. Exercise of options

a. The exercise of any Option granted under the SOP will be effected in the form and manner determined by the Board.
b. Consideration, if any, for the issue of Options will be determined by the Board.
c. Options will become exercisable if:
    i. the performance conditions set by the Board at the time of the grant are met;
    ii. an event occurs such as the winding up of the Company; or
    iii. the Board determines that an option becomes exercisable.
d. Once an option becomes exercisable, the holder will need to exercise the Option to acquire a Share.

4. Lapse and Forfeiture

a. The Options will lapse on its expiry date.
b. This period may be shortened if the holder ceases to be employed under certain circumstances or where performance conditions have not been met.
c. A Share issued on the exercise of an Option will be forfeited upon the holder perpetrating fraud as against, acting dishonestly or committing a breach of its obligations to, the Company or any of its associated bodies corporate.

5. Restrictions

a. The maximum number of employee share options that can be issued under the SOP is that number which equals 5% of the total number of issued Shares in existence from time-to-time subject to the Corporations Act, the ASX Listing Rules or any other statutory or regulatory requirements.
b. Participants in the SOP are prohibited from transferring options without the consent of the Board.
c. Options will not be listed for quotation on the ASX. Shares issued on exercise of Options will be subject to transfer restrictions as determined by the Board at the time of granting the Option.
d. In the event of any reconstruction of the issued capital of the Company prior to the expiry of those Options, the number of Shares to which the holder will become entitled on the exercise of the Option or any amount payable on exercise of the Option will be adjusted as determined by the Board and in accordance with the Listing Rules.

6. Administration

To the full extent permissible by the Listing Rules and law, the Board may:

a. at any time waive or change a performance condition or any terms and conditions (in whole or in part) to which Options are subject;
b. vary the terms and conditions of an Option; or
c. amend or add to all or any of the provisions of the SOP, provided that any amendment which prejudicially affects the rights of a participant may require a participant's consent.

Appendix 2

Terms of Quoted Options (Options)

(a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Resolution Minerals Ltd (ACN 617 789 732) (**Company** or **RML**) (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).

(b) Each Option is exercisable at any time before 5:00pm Australian Central Standard Time (ACST) on 31 July 2028 (**Expiry Date**).

Options not exercised by that time will lapse.

(c) The exercise price of each Option is 1.8 cents ($0.018) (**Exercise Price**).

(d) Applicants will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**). Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.

(e) Some or all of the Options may be exercised at any one time or times prior to the Expiry. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.

(f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company at that time.

(g) The Company will seek to have the Options admitted to the official list of ASX and the Options will be listed on ASX if approved. If the Company is still admitted to the ASX's official list at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.

(h) Each Option will be freely transferable at any time before the Expiry Date in any manners permitted by the Corporations Act.

(i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.

(j) If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:

(i) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(k) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.

(l) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

Proxy Voting Form

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

Resolution Minerals Ltd | ABN 99 617 789 732

SAMPLE

Your proxy voting instruction must be received by **9.30am (ACDT) on Saturday, 18 January 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Resolution Minerals Ltd, to be held at **9.30am (ACDT) on Monday, 20 January 2025 at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street Adelaide, South Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 11, 12, 13 and 14 (except where I/we have indicated a different voting intention below) even though Resolutions 11, 12, 13 and 14 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain	Resolutions		For	Against	Abstain
1	Ratification of issue of up to 30,000,000 Placement 1 Shares	☐	☐	☐	8	Approval to issue up to 115,000,000 Placement 2 Broker Options	☐	☐	☐
2	Approval to issue up to 15,000,000 Placement 1 Options	☐	☐	☐	9	Approval to issue 31,250,000 Broker Success Shares	☐	☐	☐
3	Approval to issue up to 11,250,000 Corporate Advisory Shares	☐	☐	☐	10	Approval to issue 31,250,000 Broker Success Options	☐	☐	☐
4	Approval to issue up to 15,000,000 Broker Options	☐	☐	☐	11	Issue Director Shares to Mr Aharon Zaetz	☐	☐	☐
5	Approval to issue up to 230,000,000 Placement 2 Shares	☐	☐	☐	12	Issue Director Options to Mr Aharon Zaetz	☐	☐	☐
6	Approval to issue up to 115,000,000 Placement 2 Options	☐	☐	☐	13	Issue Director Shares to Mr Mendel Rogatsky	☐	☐	☐
7	Approval to issue up to 34,500,000 Placement 2 Broker Shares	☐	☐	☐	14	Issue Director Options to Mr Mendel Rogatsky	☐	☐	☐

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

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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