

30 April 2026

Dear Shareholder

Annual General Meeting of Shareholders

Centaurus Metals Limited, ACN 009 468 099 (the Company) advises that Annual General Meeting (AGM) of Shareholders will be held in person at 10.30 a.m. (WST) on Thursday, 28 May 2026 at the offices of KPMG, Level 8, 235 St Georges Terrace Perth.

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless a Shareholder has elected to receive the documents in hard copy.

Shareholders can access the Notice of Meeting and other AGM materials on the Company's website at: <https://www.centaurus.com.au/site/investor-centre/asx-announcements> or from the ASX market announcements page (www.asx.com.au) under the Company's code, CTM. The Notice of Meeting includes information on participating in the AGM and the business to be considered at the AGM.

If you are unable to attend the AGM, you may vote directly or appoint a proxy to attend and vote on your behalf online at the following address: <https://investor.automic.com.au/#/loginsah>. Alternatively, Shareholders may contact the Company's share registry, Automic Registry Services at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas) to obtain a hard copy Voting & Proxy Appointment Form.

Direct votes and proxy appointments must be received by 10.30 a.m. (WST) on Tuesday 26 May 2026.

If you are planning to attend the AGM, you are encouraged to lodge questions prior to the meeting by email to office@centaurus.com.au. Please include your name and address and the HIN/SRN under which your shareholding is registered.

Authorised for release by the Managing Director.

John Westdorp

CFO & Company Secretary
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office@centaurus.com.au

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CENTAURUS METALS LIMITED**ACN 009 468 099 (COMPANY)****NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT**

Notice is given that the Annual General Meeting of the Company will be held as follows:

TIME: 10.30 a.m. (WST).
DATE: Thursday, 28 May 2026
PLACE: KPMG
Level 8
235 St Georges Terrace
Perth, Western Australia

As this is an important document, please read it carefully and in its entirety. If you do not understand it, please consult your professional advisors.

If you are unable to attend the Annual General Meeting, please complete the Voting & Proxy Appointment Form enclosed and return it in accordance with the instructions set out on that form.

Notice of Meeting

Notice is given that the Annual General Meeting of Shareholders of the Company will be held at KPMG, Level 8, 235 St Georges Terrace Perth Western Australia on Friday 28 May 2026 commencing at 10:30 a.m. (WST) (Meeting). The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Voting & Proxy Appointment Form are part of this Notice of Meeting.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the attached Glossary.

Voting Information

Voting Eligibility

All Shareholders are invited and encouraged to attend the Meeting. The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 10.30 a.m. (WST) on Tuesday, 26 May 2026.

Direct Voting or Proxy Instructions

Shareholders can register their direct voting or proxy instructions electronically prior to the meeting at the following link: <https://investor.automic.com.au/#/loginsah>. Alternatively, Shareholders may contact the Company's share registry, Automic Registry Services (Automic) at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas) to obtain a hard copy Voting & Proxy Appointment Form. Shareholders may use this form to vote directly or to appoint a representative (a "proxy") to vote in their place in accordance with the instructions thereon. Options for returning Voting & Proxy Appointment Forms are provided on the form.

To be valid, your electronic voting or proxy instructions or hard copy Voting & Proxy Appointment Form must be received by 9.00am (WST) on Tuesday 26 May 2026. Registration of direct voting or proxy instructions electronically or lodgement of a Voting & Proxy Appointment Form will not preclude a Shareholder from attending and voting at the Meeting.

Voting by Proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote at the Meeting on that Shareholder's behalf. The proxy does not need to be a Shareholder.
- (b) A Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and may specify the proportion of votes each proxy is to exercise. If no proportion is specified, each proxy may exercise half of the Shareholder's votes.
- (c) A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution. If a Shareholder has specified how a proxy is to vote on a Resolution, the proxy must cast all votes as directed. If a Shareholder has specified how a proxy is to vote on a Resolution, but the proxy does not attend the Meeting or does not vote on that Resolution, the directed proxies that are not exercised will automatically default to the Chair, who will vote the proxies as directed.

Chair as Proxy

If the Chair is to act as your proxy in relation to Resolutions 1, 5, 6, 7 and 8 (whether by appointment or by default) and you have not given directions on how to vote by marking the appropriate box in the voting directions section of the Voting & Proxy Appointment Form, then you will be expressly directing and authorising the Chair to exercise your proxy and cast your vote 'for' Resolutions 1, 5, 6, 7 and 8 (as applicable), even though each of these Resolutions are connected, directly or indirectly, with the remuneration of the KMP (including the Directors). This express authorisation is included because without it the Chair would be precluded from casting your votes on the basis that these Resolutions are connected with the remuneration of the KMP. Subject to the above requirements being met, the Chair intends to vote all undirected proxies in respect of Resolutions 1, 5, 6, 7 and 8 in favour of the relevant Resolution.

Corporate representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with a:

- letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

Poll

In accordance with section 250JA of the Corporations Act, each Resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

MEETING DOCUMENTS

The Company will not be sending physical meeting documents unless Shareholders have made a valid election to receive documents in physical copy. The Company encourages all Shareholders to provide an email address to enable it to provide important documents such as notices of meeting and the annual report.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences or to sign up to receive your Shareholder communications via email, please register or login at www.investor.automic.com.au.

AGENDA

FINANCIAL REPORT (NO RESOLUTION REQUIRED)

To receive the Financial Report which comprises the Financial Statements, Directors' Report and Auditor's Report.

Note: This item of business is for discussion only and is not a resolution.

1 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report (which is contained in the Financial Report)."

Note: Under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2 RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR DIDIER MURCIA

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Didier Murcia, a Director who retires by rotation in accordance with Regulation 51.2 of the Constitution, Listing Rule 14.4 and for all other purposes, being eligible and offering himself for re-election as a Director, is so re-elected."

3 RESOLUTION 3: RE-ELECTION OF DIRECTOR – DR NATALIA STRELTSOVA

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Dr Natalia Streltsova, a Director who retires by rotation in accordance with Regulation 51.2 of the Constitution, Listing Rule 14.4 and for all other purposes, being eligible and offering herself for re-election as a Director, is so re-elected."

4 RESOLUTION 4: ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR STEPHEN MAYNE

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with clause 51.6 of the Company's Constitution, Listing Rule 14.3, and for all other purposes, Mr Stephen Mayne, having self-nominated for election, be elected as a Director."

The Board unanimously recommends Shareholders vote against Resolution 4. The reasons for the Board's unanimous recommendations are set out the Explanatory Statement.

5 RESOLUTION 5: ISSUE OF ZEPOS UNDER THE LONG TERM INCENTIVE PLAN TO MR DARREN GORDON

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, approval is given for the issue of 1,143,750 ZEPOs to Mr Darren Gordon (or his nominee(s)) as part of the Company's Long Term Incentive Plan for Key Management Personnel on the terms and conditions specified in the Explanatory Statement accompanying this Notice."

6 RESOLUTION 6: ISSUE OF ZEPOS UNDER THE LONG TERM INCENTIVE PLAN TO MR BRUNO SCARPELLI

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, approval is given for the issue of 707,032 ZEPOs to Mr Bruno Scarpelli (or his nominee(s)) as part of the Company's Long Term Incentive Plan for Key Management Personnel on the terms and conditions specified in the Explanatory Statement accompanying this Notice."

7 RESOLUTION 7: ISSUE OF SHARES UNDER THE SHORT TERM INCENTIVE PLAN TO MR DARREN GORDON

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, approval is given for the issue to Mr Darren Gordon (or his nominee(s)), subject to the satisfaction of certain annual financial and non-financial key performance indicators specified under the Company's Short Term Incentive Plan, of such number of Shares as set out in the Explanatory Statement accompanying this Notice."

8 RESOLUTION 8: ISSUE OF SHARES UNDER THE SHORT TERM INCENTIVE PLAN TO MR BRUNO SCARPELLI

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, approval is given for the issue to Mr Bruno Scarpelli (or his nominee(s)), subject to the satisfaction of certain annual financial and non-financial key performance indicators specified under the Company’s Short Term Incentive Plan, of such number of Shares as set out in the Explanatory Statement accompanying this Notice.”

9 RESOLUTION 9: RATIFICATION OF SHARES ISSUED TO MR ROBERT AIRD – LISTING RULE 7.1

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 300,000 Shares to Mr Robert Aird on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution	Voting Exclusion
Resolution 5. Issue of ZEPOs Under the Long Term Incentive Plan to Mr Darren Gordon	Mr Darren Gordon (or his nominee(s)) or an associate of Mr Darren Gordon (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6. Issue of ZEPOs Under the Long Term Incentive Plan to Mr Bruno Scarpelli	Mr Bruno Scarpelli (or his nominee(s)) or an associate of Mr Bruno Scarpelli (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7. Issue of Shares Under the Short Term Incentive Plan to Mr Darren Gordon	A person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or an associate of that person or those persons, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8. Issue of Shares Under the Short Term Incentive Plan to Mr Bruno Scarpelli	
Resolution 9. Ratification of Shares issued to Mr Robert Aird	Mr Robert Aird or an associate of Mr Robert Aird and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

The voting exclusions noted above do not apply to a vote cast in favour of these Resolutions by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements

Resolution	Voting Prohibition
Resolution 1. Adoption of Remuneration Report	In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any 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.
Resolution 5. Issue of ZEPOs Under the Long Term Incentive Plan to Mr Darren Gordon	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 this Resolution if: (a) the person is either a member of the Key Management Personnel or a Closely Related Party; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.
Resolution 6. Issue of ZEPOs Under the Long Term Incentive Plan to Mr Bruno Scarpelli	
Resolution 7. Issue of Shares Under the Short Term Incentive Plan to Mr Darren Gordon	
Resolution 8. Issue of Shares Under the Short Term Incentive Plan to Mr Bruno Scarpelli	

In relation to Resolution 1, a person (the **voter**) described above may cast a vote on this Resolution 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 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; and
 - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, or if the Company is part of a consolidated entity, for the entity.

The Chair will use any such proxies to vote in favour of this Resolution. Therefore, the Company encourages you to carefully read the Proxy Form and direct your proxy on how to vote on Resolution 1.

In relation to Resolutions 5, 6, 7 & 8, the above prohibition does not apply if:

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

The Chair will use any such proxies to vote in favour of these Resolutions. Therefore, the Company encourages you to carefully read the Voting & Proxy Appointment Form and direct your proxy on how to vote on these Resolutions.

By Order of the Board

John Westdorp

Company Secretary

30 April 2026

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at KPMG, Level 8, 235 St Georges Terrace Perth, Western Australia on Thursday, 28 May 2026 commencing at 10.30 a.m. (WST).

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

A Voting & Proxy Appointment Form is included with the Notice of Meeting and Explanatory Statement.

FINANCIAL REPORT

The Financial Report which comprises the Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2025 will be tabled at the Meeting.

There is no requirement for Shareholders to approve these reports. However, the Company encourages Shareholders who wish to ask questions about those reports or about the conduct of the audit and the preparation and content of the Auditor's Report to submit them in advance of the Meeting by emailing them to proxyform@centaurus.com.au by no later than 10.30 a.m. (WST) on Thursday 21 May 2026.

1 RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the year ended 31 December 2025 is set out in the Company's Financial Report. The report outlines the Company's executive remuneration framework and the remuneration outcomes for the Board, the Managing Director and Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. The Resolution is advisory only. The Board will consider and take into account the outcome of the vote and any feedback received from Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

2 RESOLUTIONS 2 & 3: RE-ELECTION OF DIRECTORS

2.1 General

Mr Murcia and Dr Streltsova each retire in accordance with Regulation 51.2 of the Constitution and, being eligible for re-election, offer themselves for re-election as a Director at the Annual General Meeting.

2.2 Qualifications

Mr Didier Murcia AM

Mr Murcia is a lawyer with over 30 years' legal and corporate experience in the mining industry. He is currently Honorary Australian Consul for the United Republic of Tanzania and is Chair and founding director of Perth-based legal group MPH Lawyers. He is Non- Executive Chair of Switch Metals Plc. Mr Murcia has experience in greenfields mining finance and development, which will be essential in driving the Company's future success.

Since the pivotal acquisition of the Jaguar Project from mining giant Vale, Mr Murcia has shown significant commitment in guiding the Board during the exploration and pre-development phases of the asset which have resulted in a material increase in Shareholder value.

MPH Lawyers, of whom Mr Murcia is Chair, provide legal services to the Company. The Board is satisfied that there is an arm's length relationship between the Company and MPH lawyers and are further satisfied that the relationship with MPH does not compromise independence.

While Mr Murcia has served as a Director for an extended period, the Board believes his experience and skills will continue to provide the support required to meet the significant demands associated with the Company's development of the Jaguar Project. The Board notes that during his tenure, Mr Murcia has gained significant exposure to the business and regulatory environment in Brazil which the Board considers will be critical in supporting the future objectives of the Company.

In 2014, Mr Murcia was appointed a Member of the Order of Australia in recognition of his significant service to the international community.

Dr Natalia Streltsova

Dr Streltsova is an accomplished mining professional with over 30 years of experience in the international resources industry. Her experience includes various technical and senior executive roles with major mining houses Vale SA (formerly CVRD), BHP Billiton and WMC Resources. Throughout her executive career, Dr Streltsova's primary focus has been business growth and improvement, including through the development and implementation of new projects, assessment and acquisition of new businesses, expanding into new commodities and commercialising innovative technologies. Her board roles in the last ten years have involved in-depth exposure into commercial, M&A and technical areas in the resources industry across a broad range of commodities.

Dr Streltsova is a Graduate Member of the Australian Institute of Company Directors. She holds a Doctor of Philosophy in Chemistry from the Karpov Institute of Physics & Chemistry and a Master of Science in Chemical Engineering from Mendeleev University of Chemical Technology in Russia.

She was Program Leader – Hydrometallurgy and Project Manager for WMC Resources between 2000 and 2005, working on a range of projects including Mt Keith (nickel sulphide) and Olympic Dam (iron oxide copper gold (IOCG)). She has held the positions of Team Leader – Hydrometallurgy and Technology Development Manager for BHP Billiton between 2005 and 2008, Manager Development and Technical Solutions for GRD Minproc (2008) and Director, Technical Development, for Vale SA in Brazil between 2008 and 2012.

Dr Streltsova holds directorships in the following ASX listed companies:

- BMC Minerals Limited, Non-Executive Director; and
- Ramelius Resources Limited, Non-Executive Director & Chair of the Risk & Sustainability Committee.

Dr Streltsova was a Non-Executive Director of Western Areas Limited (nickel sulphide) until its takeover by IGO in June 2022. Dr Streltsova brings significant technical experience to the Board and is the Chair of the Company's Technical Committee.

2.3 Independence

If re-elected, the Board considers Mr Murcia will be an independent Non-Executive Director.

If re-elected, the Board considers Dr Streltsova will be an independent Non-Executive Director.

2.4 Board Recommendation

The Board (other than Mr Murcia in relation to Resolution 2 and Dr Streltsova in relation to Resolution 3) supports and recommends that Shareholders vote in favour of Resolutions 2 and 3.

3 RESOLUTION 4 – ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR STEPHEN MAYNE

3.1 General

Regulation 51.6 on the Company's Constitution allows eligible shareholders who have provided the requisite notice to be eligible for election as a Director at the Meeting. Mr Mayne notified the Company on 16 April 2026 that he wished to nominate himself as a Director. As at the date of preparation of this Notice of Meeting, Mr Mayne holds 750 shares in the Company and is therefore eligible to nominate himself pursuant to the above regulation 51.6.

3.2 Qualifications

Mr Stephen Mayne

Stephen Mayne, 56. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes almost 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1300 ASX listed company AGMs since 1998.

3.3 Board Recommendation

The Board has thoroughly considered Mr Mayne's nomination in the context of the Board skills matrix and its composition. It has reviewed Mr Mayne's skills and experience against those already represented on the Board, as reflected in the skills matrix in the 2025 Corporate Governance Statement, and those required to support the execution of the Company's strategy and evolving needs.

The Board has also considered the extent of Mr Mayne's experience in director and senior management positions of listed mining companies with pre-development assets in Brazil. Having regard to these matters and the best interests of the Company, the Board has determined not to support Mr Mayne's appointment.

The Board has considered Mr Mayne's nomination and unanimously believes that it is not in the best interests of Shareholders that Mr Mayne be elected as a director of the Company. The Board unanimously recommends that Shareholders vote against Resolution 4.

4 RESOLUTIONS 5 & 6: ISSUE OF ZEPOS – LONG TERM INCENTIVE PLAN

4.1 Background

Resolutions 5 and 6 seek Shareholder approval pursuant to Listing Rule 10.11 and for all other purposes for the issue under the Company's Long Term Incentive Plan (**LTIP**) of:

- (a) 1,143,750 Options to Mr Darren Gordon (or his nominee(s)); and
- (b) 707,032 Options to Mr Bruno Scarpelli (or his nominee(s)).

The Company seeks the approval of Shareholders for the issue of these performance-related Options to the Executive Directors of the Company, being the Managing Director, Mr Darren Gordon, and the Company's Brazilian Chief Executive Officer, Mr Bruno Scarpelli.

The Board has determined that the incentive awards under the LTIP will take the form of Zero Exercise Price Options (also known as **ZEPOs**).

The Board is proposing (subject to Shareholder approval) to issue Mr Gordon with 1,143,750 ZEPOs, representing the value of 100% of his TFR, and to issue Mr Scarpelli with 707,032 ZEPOs, representing the value of 75% of his TFR.

The ZEPOs proposed to be issued to Messrs Gordon and Scarpelli under the LTIP will in each case have a 3-year assessment period from 1 January 2026 to 31 December 2028 (**Assessment Period**). The number of ZEPOs to be granted to each of Messrs Gordon and Scarpelli has been determined by dividing the entitlement value (based on the relevant percentage of the Executive Director's TFR) by the 20 Day VWAP of Shares immediately prior to 1 January 2026, which was calculated as \$0.48.

The ZEPOs are proposed to be issued as part of the remuneration arrangements of each respective Executive Director to recognise the extensive work and time commitment required to successfully develop the Jaguar Project and other projects as they arise over the next 2-3 years. The LTIP aims to support growth and Shareholder value by rewarding long term above-average performance by KMP in the pursuit of the Company's long-term business objectives.

The following vesting criteria must be satisfied in order for the ZEPOs to vest and be capable of being exercised:

- (a) 50% of the ZEPOs will vest based on TSR relative to a peer group of companies determined by the Board; and
- (b) 50% of the ZEPOs will vest upon the achievement of an Absolute TSR.

In addition to the requirement to achieve the vesting conditions noted above over the 3-year assessment period, the ZEPOs will vest in the event of a Change of Control Event. The Board notes the possibility of a Change of Control Event and the likelihood of such an event resulting in the subsequent termination or redundancy of Company executives, including Executive Directors. The accelerated vesting for a change of control transaction, which may also result in significant benefit for Shareholders, provides an important attraction and retention mechanism to compensate for this risk. The Board considers that the mechanism also encourages management receptiveness to corporate transactions that could have significant benefit for Shareholders.

The terms and conditions of the ZEPOs proposed to be issued to Messrs Gordon and Scarpelli are attached as Appendix 1.

4.2 Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

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

unless it obtains the approval of its shareholders.

The proposed issue of ZEPOs to Messrs Gordon and Scarpelli, each a Director, in each case falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 5 and 6 seek the required Shareholder approval to the issue of the ZEPOs to Messrs Gordon and Scarpelli respectively under and for the purposes of Listing Rule 10.11.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 1,143,750 ZEPOs to Mr Gordon.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 1,143,750 ZEPOs to Mr Gordon and will be required to consider other means of remunerating and incentivising Mr Gordon. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company's cash reserves.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the 707,032 ZEPOs to Mr Scarpelli.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the 707,032 ZEPOs to Mr Scarpelli and will be required to consider other means of remunerating and incentivising Mr Scarpelli. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company's cash reserves.

4.3 Information Required by ASX Listing Rule 10.13

The following information is provided to Shareholders for the purposes of Listing Rule 10.13 in relation to Resolutions 5 and 6:

- (a) The ZEPOs will be issued to Mr Darren Gordon and Mr Bruno Scarpelli (or their respective nominee(s));
- (b) Mr Gordon and Mr Scarpelli are each a Director and are therefore each a Related Party of the Company for the purposes of Listing Rule 10.11.1;
- (c) the ZEPOs to be issued will form part of an existing class of Options with nil exercise price and an expiry date of 31 December 2028. The number of ZEPOs to be issued pursuant to Resolutions 5 and 6 is 1,850,782, comprising:
 - (i) 1,143,750 ZEPOs to be issued under Resolution 5 to Mr Gordon or his nominee(s); and
 - (ii) 707,032 ZEPOs to be issued under Resolution 6 to Mr Scarpelli or his nominee(s);
- (d) the ZEPOs are anticipated to be issued on or around 28 May 2026 and, in any event, by no later than 1 month after the date of the Meeting;
- (e) the ZEPOs will be granted for nil cash consideration;
- (f) no funds will be raised from the issue of the ZEPOs;
- (g) the purpose of the issue of the ZEPOs is to allow the Company to reasonably incentivise its Executive Directors for the achievement of strategic objectives which will result in increased value to Shareholders whilst at the same time preserving the Company's cash position;
- (h) the current total remuneration packages for Mr Gordon and Mr Scarpelli are shown in the table below:

Remuneration Component	Mr Gordon	Mr Scarpelli
Total Fixed Remuneration (Salary & Superannuation)	A\$549,000	A\$452,500
Short Term Incentive (STI) ¹	Up to 50% of TFR	Up to 50% of TFR
Long Term Incentive (LTI) ¹	Up to 100% of TFR	Up to 75% of TFR

¹ cash benefits and equity securities available under the STI and LTI plans are subject to the achievement of performance objectives and may not result in the realisation of any financial benefit for the participants;

- (i) a summary of the material terms pursuant to which the ZEPOs will be issued is set out in Appendix 1; and
- (j) a voting exclusion statement is included in the Notice of Meeting.

4.4 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a Related Party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

Resolutions 5 and 6 relate to the proposed issue of ZEPOs, which constitute giving a financial benefit. Mr Gordon and Mr Scarpelli are Related Parties of the Company by virtue of being Directors.

Section 211 of the Corporations Act provides that Shareholder approval under section 208 of the Corporations Act is not required if:

- (a) the financial benefit to be provided to the Related Party is remuneration as an officer or employee of a public company; and
- (b) to give the remuneration would be reasonable given:
 - (i) the circumstances of the public company or entity giving the remuneration; and
 - (ii) the Related Party's circumstances (including the responsibilities involved in the office or employment).

The Directors (excluding Mr Gordon and Mr Scarpelli who have a material personal interest in Resolutions 5 and 6 respectively) have determined the proposed grant of ZEPOs to be a part of the reasonable remuneration of Mr Gordon and Mr Scarpelli (respectively), having regard to the circumstances of the Company and the respective responsibilities of Mr Gordon and Mr Scarpelli as Directors and senior executives. The proposed issue of ZEPOs is accordingly considered to fall within the exception in section 211 of the Corporations Act, and Shareholder approval is therefore not sought for the purposes of Chapter 2E of the Corporations Act.

The ZEPOs to be issued to Messrs Gordon and Scarpelli (respectively) will not be quoted on the ASX and will lapse if Mr Gordon or Mr Scarpelli (as applicable) cease to be an employee of the Company or otherwise if the performance objectives attached to the ZEPOs fail to be achieved. The ZEPOs will be transferable only with the consent of the Board and will otherwise be issued on the terms and conditions set out in Appendix 1.

4.5 Directors' Recommendation

The Directors (other than Mr Gordon, to whom Resolution 5 relates and Mr Scarpelli, to whom Resolution 6 relates), unanimously recommend Shareholders vote in favour of Resolutions 5 and 6.

The Chair will cast all available proxies in favour of Resolutions 5 and 6.

5 RESOLUTIONS 7 & 8 – ISSUE OF SHARES - SHORT TERM INCENTIVE PLAN

5.1 Background

The Company's remuneration framework includes a Short-Term Incentive Plan (**STI Plan**) designed to reward executives for the achievement of annual performance targets. Whilst intended to be settled in cash, the Board retains the discretion to settle STIs with equity. The STI Plan and the annual performance objectives under the STI Plan are reviewed annually by the Remuneration Committee and approved by the Board.

The annual performance targets are based on challenging goals with a mix of both Company performance and project specific outcomes targeting the following key activities:

- effective management of environmental conditions and safety performance;
- community and land owner engagement in Brazil;
- achievement of defined exploration targets for existing and new projects including achieving exploration program objectives within budget;
- achievement of key deliverables in relation to the offtake, funding and development activities for the Jaguar Nickel Project; and
- achievement of value adding outcome for the Jambreiro Iron Ore project.

The maximum award payable under the STI Plan is:

- (a) in respect of Mr Gordon, up to 50% of TFR or \$274,500; and
- (b) in respect of Mr Scarpelli, up to 50% of TFR or \$226,250.

The Board will determine the award entitlement under the STI Plan by assessing the achievement of objectives after the expiry of the annual assessment period on 31 December 2026 (**STI Assessment**).

To the extent that the Board determines to issue securities in satisfaction of the award entitlement, the number of Shares issued will be determined based on the deemed price per Share being equal to the 20 Trading Day VWAP of Shares (**STI VWAP**) immediately prior to 1 January 2027.

The number of Shares to be awarded to Messrs. Gordon and Scarpelli is calculated in accordance with the following formula:

$$\frac{\text{Maximum award payable}}{\text{STI VWAP}} \times \text{STI Assessment \%}$$

On the basis of the following assumptions:

- STI Assessment of 50%; and
- STI VWAP of \$0.65 per Share,

the resulting allocations would be as follows:

- Mr Gordon would receive 211,154 Shares; and
- Mr Scarpelli would receive 174,038 Shares.

Resolutions 7 and 8 seek Shareholder approval for the grant of Shares to Messrs Gordon and Scarpelli pursuant to the STI Plan, subject to achievement of applicable objectives and otherwise on the basis explained above.

5.2 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) 10.14.1: a director of the entity;
- (b) 10.14.2: an associate of a director of the entity; or
- (c) 10.14.3: a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders,

unless it obtains the approval of its shareholders.

Any proposed issue of Shares to Messrs Gordon and Scarpelli under Resolutions 7 and 8 respectively falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 7 is passed, the Company will be able to proceed with an issue of Shares under the STI Plan to Mr Gordon.

If Resolution 7 is not passed, the Company will not be able to proceed with an issue of Shares under the STI Plan to Mr Gordon and will be required to consider other means of remunerating and incentivising Mr Gordon. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company's cash reserves.

If Resolution 8 is passed, the Company will be able to proceed with an issue of Shares under the STI Plan to Mr Scarpelli.

If Resolution 8 is not passed, the Company will not be able to proceed with an issue of Shares under the STI Plan to Mr Scarpelli and will be required to consider other means of remunerating and incentivising Mr Scarpelli. Alternative incentive mechanisms may take the form of cash payments which would reduce the Company's cash reserves.

5.3 Information Required by ASX Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15 in relation to Resolutions 7 and 8:

- (a) any Shares to be issued will be issued to Mr Darren Gordon and Mr Bruno Scarpelli (or their respective nominee(s));
- (b) Mr Gordon and Mr Scarpelli are each a Director and are therefore each a Related Party of the Company for the purposes of Listing Rule 10.11.1;
- (c) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares;
- (d) the formula for calculating the maximum number of Shares to be issued to each Executive Director on an annual basis is as follows:

- (i) Part 1 – Calculation of total value of Shares

$$S = A - C$$

Where:

S is the maximum value of the Shares to be issued to the Executive Director;

A is the Award Entitlement payable to the Executive Director under the STI Plan, as determined by the Board; and

C is the value of the minimum cash portion of the bonus entitlement determined by the Board; and

- (ii) Part 2 – Calculation of total number of Shares

$$T = S/DP$$

Where:

T is the maximum number of Shares to be issued to each Executive Director, which is not to exceed 249,545 Shares in the case of Mr Gordon and 205,682 Shares in the case of Mr Scarpelli;

S is the value referred to above; and

DP is the deemed price per Share, which will be the VWAP for Shares traded on ASX for the 20 Trading Days immediately prior to 1 January 2027;

- (e) the current total remuneration packages for Mr Gordon and Mr Scarpelli are shown at Section 4.3(h) above;
- (f) neither Messrs Gordon nor Scarpelli have previously been issued securities under the STI Plan;
- (g) the Shares are anticipated to be issued as soon as practicable after 1 January 2027 and, in any event, by no later than 3 years after the date of the Meeting;
- (h) the Shares will be granted for nil cash consideration. The deemed issue price per Share will be as set out in Section 5.3 above;
- (i) no funds will be raised from the issue of the Shares;
- (j) the purpose of the issue of the Shares is to allow the Company to reasonably incentivise its Executive Directors for the achievement of annual short term objectives which will result in increased value to Shareholders whilst at the same time preserving the Company's cash position;
- (k) a summary of the material terms of the STI Plan is set out in Appendix 2;
- (l) no loan arrangements apply in relation to the acquisitions under Resolutions 7 and 8;
- (m) details of any securities issued under the STI Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14;
- (n) any additional persons who become entitled to participate in the STI Plan after Resolutions 7 and 8 are approved and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14; and
- (o) A voting exclusion statement is included in the Notice for the purpose of Resolutions 7 and 8.

Other than the information above and otherwise included in this Explanatory Statement, the Company believes there is no other information that would be reasonably required by Shareholders to consider Resolutions 7 and 8.

5.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.4 above.

Resolutions 7 and 8 relate to the proposed issue of Shares, which constitutes giving a financial benefit. Mr Gordon and Mr Scarpelli are Related Parties of the Company by virtue of being Directors.

Section 211 of the Corporations Act provides that Shareholder approval under section 208 of the Corporations Act is not required if:

- (a) the financial benefit to be provided to the Related Party is remuneration as an officer or employee of a public company; and
- (b) to give the remuneration would be reasonable given:
 - (i) the circumstances of the public company or entity giving the remuneration; and
 - (ii) the Related Party's circumstances (including the responsibilities involved in the office or employment).

The Directors (excluding Mr Gordon and Mr Scarpelli who have a material personal interest in Resolutions 7 and 8 respectively) have determined the proposed issue of Shares to be a part of the reasonable remuneration of Mr Gordon and Mr Scarpelli (respectively), having regard to the circumstances of the Company and the respective responsibilities of Mr Gordon and Mr Scarpelli as Directors and senior executives. The proposed issue of Shares is accordingly considered to fall within the exception in section 211 of the Corporations Act, and Shareholder approval is therefore not sought for the purposes of Chapter 2E of the Corporations Act.

5.5 Directors' Recommendation

The Directors (other than Mr Gordon, to whom Resolution 7 relates and Mr Scarpelli, to whom Resolution 8 relates), unanimously recommend Shareholders vote in favour of Resolutions 7 and 8.

The Chair will cast all available proxies in favour of Resolutions 7 and 8.

6 RESOLUTION 9 – RATIFICATION OF SHARES ISSUED TO MR ROBERT AIRD

6.1 Marketing Services Agreement

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 300,000 Shares to Mr Robert Aird on 10 April 2026 as a bonus for the achievement of a milestone pursuant to an agreement for the provision of consulting services related to product offtake for the Jaguar Project (**Marketing Services Agreement**).

The services provided under the Marketing Services Agreement include

- identifying and engaging potential customers for product from the Jaguar Project
- leading negotiations on offtake agreement terms and conditions with potential customers; and
- contributing to product specification decisions.

The proposed issue of Shares represents a success-based fee payable upon achievement of a key milestone under the Marketing Services Agreement, being the execution of a binding offtake agreement for the Jaguar Project which was announced by the Company on 13 March 2026. The Board considers the terms of the Marketing Services Agreement, including the issue of Shares, to be arm's length and customary for arrangements of this nature.

6.2 Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

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

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

6.5 Technical information required by Listing Rules 7.4 and 7.5

Required Information	Details
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Mr Robert Aird
Number and class of Securities issued	300,000 ordinary shares
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on which the Securities were issued.	10 April 2026
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for the achievement of a milestone under the Marketing Services Agreement with Mr Robert Aird for the provision of product marketing services for the Jaguar Project.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Marketing Services Agreement with Mr Robert Aird.
Summary of material terms of agreement to issue	The Shares were issued under the Marketing Services Agreement with Mr Robert Aird, a summary of the material terms of which is set out in Section 6.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

Absolute TSR means the TSR calculated in accordance with paragraph 13 of Appendix 1.

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

Appendix means an appendix to this Notice.

Assessment Period means the period specified in Section 4.1.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

Auditor's Report means the auditor's report contained in the Financial Report.

Board means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors.

Chair means the chair of the Annual General Meeting.

Change of Control Event means:

- (a) the acquisition by any person, either alone or together with an associate (as defined in the Corporations Act) of a relevant interest (as defined in the Corporations Act) in more than 50% of the issued shares in the Company; or
- (b) the announcement by the Company that:
 - 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 Shares are to be either cancelled or transferred to a third party; and
 - the Court has, by order, approved the scheme of arrangement,

but, for the avoidance of doubt does not include a scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, subdivision, reduction or return) of the issued capital of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company means Centaurus Metals Limited (ACN 009 468 099).

Constitution means the Company's Constitution.

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

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

Director means a current director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as given in the Listing Rules.

Executive Director means a current executive director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Financial Report means the Financial Statements, Directors' Report and Auditor's Report for the year ended 31 December 2025 prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Financial Statements means the Company's audited financial statements contained in the Financial Report.

Glossary means this Glossary.

Jaguar Project means the Company's Jaguar Nickel Sulphide Project in the Carajás Mineral province of northern Brazil.

Key Management Personnel or **KMP** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

LTIP has the meaning given in Section 4.1.

Managing Director means the managing director of the Company.

Marketing Services Agreement has the meaning given in Section 6.1.

Non-Executive Director means a current director of the Company who is not an Executive Director.

Notice or **Notice of Meeting** means the notice of meeting which forms part of this Explanatory Statement.

Option means an option to acquire one Share.

Related Party has the meaning given in section 228 of the Corporations Act.

Relative TSR means the TSR calculated in accordance with paragraph 12 of Appendix 1.

Remuneration Report means the remuneration report in the Directors' Report section of the Financial Report.

Regulation means a regulation of the Constitution.

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

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

STI Assessment has the meaning given in Section 5.1.

STI Plan has the meaning given in Section 5.1.

STI VWAP has the meaning given in Section 5.1.

Total Fixed Remuneration or **TFR** means the total fixed remuneration of a relevant employee of the Company, being the sum of that person's salary and superannuation entitlement.

Total Shareholder Return or **TSR** means the return determined by reference to the financial gain that results from a change in the Share price plus any dividends paid by the Company during the Assessment Period, divided by the Share price at the start of the Assessment Period.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Voting & Proxy Appointment Form means the enclosed voting & proxy appointment form.

VWAP means volume weighted average price.

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

Zero Exercise Price Options or **ZEPOs** means Options which have no exercise price.

APPENDIX 1: MATERIAL TERMS OF LTI PLAN & TERMS & CONDITIONS OF ISSUE OF ZEPOs

1. All Shares allotted upon exercise of the ZEPOs will rank pari passu in all respects with Shares previously issued and, in particular, entitle the holders of Shares so allotted to participate fully in dividends declared by the Company after the date of allotment and all issues of securities made or offered pro rata to holders of Shares.
2. The Company will not apply for official quotation of any ZEPOs issued under the LTIP.
3. ZEPOs may be issued to a permitted nominee. A permitted nominee is a third party nominated by the participant otherwise entitled to receive the ZEPOs and approved by the Board in its absolute discretion.
4. The ZEPOs are not transferable except if a participant or permitted nominee dies or becomes subject to a legal disability.
5. Unless otherwise determined by the Board, if a participant (or if the ZEPOs are issued to a permitted nominee, the person who nominated that permitted nominee) ceases to be an employee of the Company:
 - a. any vested ZEPOs may be exercised during the following 3 months (or such longer period as the Board may determine), and any ZEPOs not exercised within such period will automatically lapse; and
 - b. any unvested ZEPOs will immediately lapse (unless otherwise determined by the Board).
6. Holders of ZEPOs are not entitled to participate in any new issue of securities to existing holders of Shares unless they are entitled to exercise their ZEPOs and have done so prior to the record date for determining entitlements.
7. There is no right to change the exercise price of a ZEPO nor the number of underlying Shares over which the ZEPO can be exercised in the case of a bonus issue or a pro rata issue.
8. On a reorganisation of the Company's capital, the rights of holders of ZEPOs will be changed to the extent necessary to comply with the Listing Rules of the ASX.
9. Exercise Conditions. The following vesting criteria must be satisfied for ZEPOs to vest and be capable of being exercised;
 - a. for 50% of the ZEPOs - Based on Total Shareholder Return (TSR) relative to a peer group of companies determined by the Board (detailed below); and
 - b. for 50% of the ZEPOs - Based upon achievement of an Absolute TSR (as set out below) relative to threshold levels set by the Board.

Both milestones will be assessed at the end of the Assessment Period. The ZEPOs will not vest or be capable of being exercised until after this Assessment Period has closed, other than in the case of a successful Change of Control Event. In a successful Change of Control Event, all unvested ZEPOs will immediately vest.

The Board may, in its absolute discretion, by notice to the participant, waive or vary (provided such variation is not adverse to the participant) all or any of the exercise conditions attaching to the ZEPOs at any time.
10. The ZEPOs are also only capable of vesting if the relevant Executive Director remains an employee of the Company at the end of the Assessment Period. Any unexercised but vested ZEPOs will need to be exercised within 3 months of the Executive Director ceasing to be employed by the Company (subject to paragraph 11 below), unless extended by the Board in their absolute discretion, but in no event can the exercise of the ZEPOs extend beyond the Expiry Date (set out below).
11. Should a termination occur as a result of redundancy, death or permanent disability the Board in its absolute discretion may allow any unvested ZEPOs to vest and be capable of being exercised.
12. Relative TSR. In order to be considered to have achieved the Relative TSR performance measure the Company must outperform, on a TSR basis, at least 49.9% of the established peer group. The peer group is a group of companies established by the Board (detailed below) for comparison to the Company's performance.

Chalice Mining Limited	Meteoric Resources NL	Australian Strategic Materials Ltd
29Metals Limited	Syrah Resources	Talga Group Ltd
Core Lithium Ltd	Sovereign Metals Limited	Caravel Minerals Limited
Aeris Resources Limited	Canyon Resources Limited	Atlantic Lithium Limited
Andean Silver Limited	Bougainville Copper Limited	Hillgrove Resources Limited
Ioneer Ltd	Hot Chili Limited	QPM Energy Limited
AIC Mines Limited	Renascor Resources Limited	Ardea Resources
Anson Resources Limited		

The achievement of the Relative TSR performance measure will be made at the end of the Assessment Period, and vesting will be in line with the table below:

Percentile Ranking compared to Peers	Amount of ZEPOs which will vest and become exercisable
<50 th Percentile	Zero
From 50 th to less than 75 th Percentile	Pro Rata between 50% and 100%
>75 th percentile	100%

13. **Absolute TSR.** In order to be considered to have achieved the absolute TSR performance measure the Company must outperform, on a TSR basis, the TSR levels set out in the table below.

The achievement of the absolute TSR performance measure will be made at the end of the Assessment Period, and vesting will be in line with the table below:

Threshold TSR Level over Assessment Period	Amount of ZEPOs which will vest and become exercisable
Less than 15%	Zero
From 15% to less than 20%	25%
From 20% to less than 25%	50%
From 25% to less than 30%	75%
30% or greater	100%

14. **Total Shareholder Return** will be determined by reference to the financial gain that results from a change in the Share price plus any dividends paid by the Company during the Assessment Period, divided by the Share price at the start of the Assessment Period.
15. Vested ZEPOs can be exercised any time between the date of vesting and the Expiry Date.
16. **Expiry Date.** All ZEPOs will expire 12 months after the end of the Assessment Period, which for this current issue of ZEPOs means an expiry date of 31 December 2029.
17. **Exercise Price.** Nil.
18. **Consideration.** Nil

APPENDIX 2: MATERIAL TERMS OF STI PLAN

A summary of the main provisions of the STI Plan is set out below:

- (a) the Board may determine which Company employees (which includes any Directors who are also full time employees) and contractors are entitled to participate in the STI Plan and the extent of their participation;
- (b) the Board will set key performance indicators annually for each participant, which will include important financial and non-financial strategic performance-related targets;
- (c) the Board will review the performance of participants annually in meeting the key performance indicators applicable to them for that relevant year and will determine their entitlement to any award under the STI Plan;
- (d) a minimum percentage of that award payment (as determined by the Board) must be taken in cash and the balance will, subject to the terms and conditions of the STI Plan, applicable law and the Listing Rules, be available to be taken as Shares at a deemed issue price per Share determined by the Board. The Board will, in notifying participants as to their award entitlements and providing the above information, be deemed to have made an offer to each such participant to subscribe for up to the maximum number of Shares calculated by multiplying the deemed issue price per Share by the balance of the relevant award payment (once the minimum cash payment has been subtracted). The participant may then elect the extent to which it wishes to accept that offer and take Shares (as opposed to cash) by way of award payment;
- (e) the Board may offer Shares to any eligible person at the time and on the terms the Board considers appropriate however, under the Listing Rules no Shares may be issued to Directors, whether under the STI Plan or otherwise, without prior Shareholder approval;
- (f) all Shares issued under the STI Plan will rank equally in all respects with the existing fully paid ordinary shares in the Company and, in particular, entitle holders to participate fully in dividends declared by the Company after the date of issue and all issues of securities made or offered pro-rata to holders of shares;
- (g) the Company will apply for official quotation of the Shares immediately on issue and will issue, where required to enable Shares to be freely tradeable on the ASX (subject to any restriction period as determined by the Board), a cleansing statement under section 708A(5) of the Corporations Act at the time Shares are issued. Where a cleansing statement is required, but cannot be issued, the Company will use reasonable endeavours to prepare and lodge a prospectus in relation to the Shares with ASIC which complies with the requirements of the Corporations Act and allows the Shares to be freely tradeable on the ASX (subject to any restriction period);
- (h) the Board may determine that, upon a change of control event, a participant is entitled to receive a payment under the STI Plan which corresponds to the level to which the Board considers the relevant annual key performance indicators for the year in question had by that time been achieved; and
- (i) the Board may amend, terminate or suspend the STI Plan at any time.

Voting & Proxy Appointment Form

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

Your vote or proxy instruction must be received by **10:30am (AWST) on Tuesday, 26 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any vote or proxy instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR VOTE OR APPOINT A 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 - HOW YOU WISH TO VOTE - SELECT ONE OPTION ONLY

Direct Vote - If you mark the box to select a direct vote you should indicate your direct voting instruction in step 2 by marking either FOR, AGAINST or ABSTAIN for each item. If you do not mark a voting instruction for any or all resolutions your vote will be invalid.

Appoint a proxy - If you wish to appoint a proxy to attend the Meeting and vote on your behalf DO NOT tick the box for a direct vote. 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 Voting & Proxy Appointment 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 Voting & Proxy Appointment 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 Voting & Proxy Appointment Forms together. If you require an additional Voting & Proxy Appointment 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 Voting & Proxy Appointment 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, Voting & Proxy Appointment 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 Voting Instruction:

Online

Use your computer or smartphone to vote online or 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)

AUTOMIC

☐ Record my/our votes in accordance with the directions in step 2 below.
PLEASE NOTE: You must mark FOR, AGAINST or ABSTAIN on each resolution for a valid direct vote to be recorded.

[illegible]

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.

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 1, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chair.

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – MR DIDIER MURCIA	☐	☐	☐
3	RE-ELECTION OF DIRECTOR – DR NATALIA STRELTSOVA	☐	☐	☐
4	ELECTION OF NON-BOARD ENDORSED CANDIDATE – MR STEPHEN MAYNE	☐	☐	☐
5	ISSUE OF ZEPOs UNDER THE LONG TERM INCENTIVE PLAN TO MR DARREN GORDON	☐	☐	☐
6	ISSUE OF ZEPOs UNDER THE LONG TERM INCENTIVE PLAN TO MR BRUNO SCARPELLI	☐	☐	☐
7	ISSUE OF SHARES UNDER THE SHORT TERM INCENTIVE PLAN TO MR DARREN GORDON	☐	☐	☐
8	ISSUE OF SHARES UNDER THE SHORT TERM INCENTIVE PLAN TO MR BRUNO SCARPELLI	☐	☐	☐
9	RATIFICATION OF SHARES ISSUED TO MR ROBERT AIRD – LISTING RULE 7.1	☐	☐	☐

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.

[illegible]