

ABN 70 142 361 608

NOTICE OF MEETING
incorporating
DIRECTORS' STATEMENT
EXPLANATORY MEMORANDUM
PROXY FORM
MEMBERS' STATEMENT

Meeting to be held on
Monday, 7 April 2025
commencing
10:00 am (AWST)
at
The Celtic Club
48 Ord Street West Perth, WA, 6005

The Directors of Middle Island Resources Limited
unanimously recommend you:

VOTE AGAINST
All Four Resolutions

IMPORTANT - Shareholders are advised that it is their responsibility and prerogative to decide on any change of control of the Company via the composition of their Company's Board of Directors.

To support the Board's recommendations, please return the green proxy form provided.

This is an important document that requires your immediate attention.

If you have questions about the Meeting or the resolutions to be voted on, please call the Company Information Line on (08) 9322 1430 within Australia or +61 (8) 9322 1430 from outside of Australia.

STATEMENT OF THE DIRECTORS

7 March 2025

Dear MDI Shareholders,

On 17 February 2025 one shareholder of Middle Island Resources Limited (**MDI** or the **Company**) made a Section 249D Corporations Act statutory request of the Company to convene a meeting of Shareholders for the purposes of considering resolutions to:

- Remove Chairman Peter Thomas and Non-Executive Director Bruce Stewart as Directors of MDI; and
- Elect Daniel Raihani and Bill Richie Yang (each a **Board Nominee**, together the **Board Nominees**) as Directors of MDI.

Note: The Shareholder requisitioning this meeting is 7 Enterprises Pty Ltd (**Requisitioning Shareholder**), a company associated with Mr Daniel Raihani.

We, the Directors of MDI, including Mr Bradley Marwood who is not the subject of a removal resolution, are united in the view that the four resolutions as presented by the Requisitioning Shareholder are not in the best interests of the Company and Shareholders should reject them.

Our key reasons for forming this view are as follows.

1. **Your Directors have a clear purpose and a comprehensive plan for MDI directed at seeing it become a substantial mineral resources company, creating significant wealth for all Shareholders.**
2. **Your Directors have secured and initiated effective exploration of in excess of 50 highly prospective Barkly Copper-Gold Prospect drill targets and are seeking acquisitions of suitable complementary company making assets.**
3. **Your Directors have all the credentials, skills and experience to lead MDI to success:**
 - a) **For more than 30 years, Mr Peter Thomas specialised in the provision of legal and corporate advice to ASX listed companies in the mineral resources industry and for more than 35 years has served on the Boards of listed exploration and production companies (including having been the founding Chair of Sandfire, which became a world class copper producer at DeGrussa).**
 - b) **Mr Stewart has operated as adviser to or on company boards for more than 16 years. He previously ran a hard asset/resource equities desk in New York for Jefferies & Co . Mr Stewart has a wealth of contacts, relationships and a history of performance that makes him remembered in the right circles. The skills of understanding broker houses and their definition of business success offer invaluable insights for a ASX listed public company. Further Mr Stewart understands the debt markets and mezzanine markets between equity and debt instruments. It was these skills that brought Mr Stewart to MDI initially. It is his global knowledge and worldly thinking that is highly valued in these macro-economic, high-risk times.**
 - c) **Mr Bradley Marwood has 40 years of experience exploring, discovering, building, financing and directing mineral resources businesses across the globe, successfully creating shareholder value including Normandy Mining (sold >\$2B), Moto Gold Mines (sold \$840M), Tiger Resources (from \$40M to \$400M market capitalisation), Persius Mining (introduced to Africa, value still rising), etc. His expertise is in the creation of value for shareholders within the mineral resources sector.**
4. **The Requisitioning Shareholder has been a shareholder of the Company for a short period of time compared to many of the Company's Shareholders. One must ask, why did it invest in the Company if it is so dissatisfied with the current Board? In all the circumstances, its conduct is consistent with an attempt to take-over your Company by stealth, rather by way of a formal takeover pursuant to which every Shareholder receives a fair and reasonable offer for their shares that incorporates an appropriate control premium.**

5. MDI is a micro-cap exploration company with a cash position to meet planned expenditure, tight capital structure, well balanced Board and tight management structure. Mr Raihani stated to MDI's Chairman Mr Thomas that MDI is undervalued so, despite claims to the contrary, it seems some or all of these factors appealed to Mr Raihani.
6. Micro-cap and small-cap explorers have called in voluntary administrators at unprecedented rates since Covid 19. Against this backdrop, your Board and management have directed the Company's business successfully, keeping MDI strong and performing.
7. A representative of the Requisitioning Shareholder as recently as November 2024 was in MDI's office and stated that MDI with the right acquisition is well positioned to benefit from the market upturn, he expected for micro-cap resources companies.
8. At the November 2024 MDI Annual General Meeting, the major shareholders all but voted unanimously in favour of the Board and its resolutions, but only after MDI advised Cygnet Capital Pty Ltd (13% shareholding in the Company) (Cygnet Capital) that Daniel Raihani had voted against the resolutions, after which the Requisitioning Shareholder changed its vote in respect of the Remuneration Report.
9. Over the past 3 years, your Board has and continues to screen many (greater than 20) potential acquisitions with a publicly stated focus to find a near term production asset in Australia in our preferred metals. Cygnet Capital represented that it had a track record in sourcing assets that would make money for all shareholders, and it was mandated by MDI to assist with this endeavour.
10. The Requisitioning Shareholder has been invited to present suitable assets for review, with none presented by it.
11. Mr Raihani, the first Board Nominee of the Requisitioning Shareholder, currently holds no fewer than four ASX company directorships, one as Managing Director, namely:
 - a. Aurumin Ltd, Managing Director (AUN)
 - b. First AU Ltd, Non-Executive Director ("NED") and Chairman (FAU)
 - c. Forrestania Resources Ltd, NED (EVN)
 - d. Voltaic Strategy Resources Ltd, Chairman (VSR)

He is also a director of Ultra Capital Pty Ltd, (controlling interest).

We leave Shareholders to review these companies' respective performances compared to MDI's performance. The Requisitioning Shareholder removed the Board of FAU via a section 249D process, replaced them and yet has not arrested the freefall of that stock.

We also leave Shareholders to consider whether Mr Raihani could devote adequate time to direct and grow MDI's business given his many existing board commitments.

12. Mr Raihani claims a B.Com (Accounting) and Adv Dip (Financial Services) and that he is an accountant and tax professional with a wide range of experience at executive level in public, private and not-for-profit sectors.
13. The Requisitioning Shareholder seeks to appoint two of three directors to MDI through the section 249D process, leaving MDI in the control of the Requisitioning Shareholder who currently holds less than 15% of the Shares of MDI. This change of control of the Board should not happen without the blessing of MDI's Shareholders.
14. The second Board nominee of the Requisitioning Shareholder Mr Yang claims a B.Bus and 16 years' experience in finance and business as co-founder and a director of Bligh Resources Ltd, taking it from greenfields/new discovery to production before it was sold. He is a current NED of Theta Gold Mines Ltd. We leave shareholders to review these companies' respective performances compared to MDI's performance.
15. Your Board sought to address the Requisitioning Shareholder's section 249D demand for change at the Board level by agreeing to reconstitute the Board with a competent and independent Board that would not see control

of your Company change without Shareholder approval and without an appropriate premium being offered to all Shareholders.

16. One specific proposal was for reconstituting MDI's Board so that it comprised Mr Marwood as Non-Executive Chair, Mr Roland Bartsch (highly credentialled geologist with relevant board experience and current CEO of MDI) as Managing Director and Mr Gabriel Chiappini as a NED, having been nominated by Cygnet Capital at first instance. Discussion with shareholders representing more than 50% of the votes that may be cast at a general meeting of MDI's shareholders failed to secure the collective support of Mr Raihani and Cygnet Capital for that proposed reconstituted competent, balanced, non-control changing and independent Board.
17. Mr Chiappini has 30+ years of experience in the mineral resources sector as an executive or at board level with experience in bulks, metals and precious metals. He has the respect of and support of the major shareholders. The Board respects those shareholder's views and agrees that Mr Chiappini would have been a highly valued addition to the Board. He would have brought a deep understanding of the sector MDI is focussed on and was well-equipped to assist with strategy development of the Company's business. He would have been required to provide an assurance that he was independent and would act for all Shareholders.

TO SHOW YOUR SUPPORT FOR THE BOARD, vote **AGAINST** all four resolutions proposed by the Requisitioning Shareholder by completing and returning the **green proxy form**, which is enclosed with this Notice of Meeting. If you wish to vote otherwise, use the white proxy form.

Every single vote is important, no matter how big or small your Shareholding – we strongly encourage you to vote. It is for all shareholders to decide the composition of the board, not just a few with large holdings.

Finally, let us say that we respect the right of every Shareholder to be heard. Equally, we have an obligation to act without fear or favour and not allow what we perceive as an opportunistic Shareholder seeking to gain control of the Company without paying a premium and without the approval of other Shareholders, many of whom have supported the Company for a very long time.

It is unfortunate that, as might be seen as consistent with a Shareholder that has the best interests of all Shareholders upper most in mind, neither the Requisitioning Shareholder nor its Board Nominees sought to approach your Directors before proceeding to issue a Section 249 notice to requisition the Meeting. Had they done so, the possibility of avoiding the **significant cost of and disruption to the Company of their actions could have been explored in the best interests of all Shareholders and one might think there ought to have been a high probability of securing an agreed outcome if the primary objective was not to secure a change of control.**

We, your Directors, offer you, our Shareholders, our sincerest thanks for your ongoing support and stand ready to abide your lawful direction.

Yours faithfully

Mr Peter Thomas

Non-Executive Chairman

Mr Bruce Stewart

Non-Executive Director

Mr Brad Marwood

Non-Executive Director

ATTACHMENT
(to Statement of the Directors)

1. YOUR DIRECTORS HAVE A CLEAR PURPOSE AND A COMPREHENSIVE PLAN FOR MDI DIRECTED AT SEEING IT BECOME A SUBSTANTIAL MINERAL RESOURCES COMPANY, CREATING SIGNIFICANT WEALTH FOR ALL SHAREHOLDERS.

MDI'S clear purpose is to become a substantial mineral producer.

Your Directors recognise that the Barkly Copper-Gold Projects has potential to deliver a “company maker” asset and that that will take time and money. Market sentiment has stubbornly refused to turn supportive to the financing of such assets in the typical cyclical fashion. MDI has been working on solving these issues to unlocking the value in the Barkly tablelands, including initiating effective exploration of in excess of 50 highly prospective Barkly Copper-Gold Prospect drill targets. Further your Directors have reviewed more than 20 potential acquisitions over the last three years, with a publicly stated focus to find a near term production asset in Australia in our preferred metals. That process included mandating corporate advisors Cygnet Capital to assist with identifying suitable assets that fit specific criteria that will bring value to our Shareholders.

2. YOUR DIRECTORS HAVE ALL THE CREDENTIALS, SKILLS AND EXPERIENCE TO LEAD MDI TO SUCCESS.

It is relevant that all Shareholders are aware that the substantial holding in the Barkly tablelands resulted from your Directors securing an “early adopter” position in that region as it was being released by the Northern Territory Government. Your Company successfully competed with Tier One resources companies vying for preferred landholdings at no acquisition cost.

MDI has recently secured highly prospective ground in Queensland that became available, again at no material cost to the Company.

Mining is a lucky business, where knowledge, positioning of geology and perseverance can remarkably tip the balance to success. The balance of skills, experience and hard-earned credentials.

Of the three current Directors:

- two have four decades and the other has two decades of experience in the mineral resources industry, collectively over 100 years of experience;
- each has extensive experience as a director of an ASX-listed public company, collectively more than 60 years of experience at Board level.

In the case of Mr Thomas, for more than 30 years he worked as a legal practitioner specialising in the delivery of a wide range of legal, corporate and commercial advisory services to listed mineral explorers and mining companies.

Today, Mr Thomas is a full-time professional director, leveraging that background whilst delivering the insight of his commercial acumen and business expertise.

Mr Thomas has served on the boards of various ASX-listed companies for close to 40 years, with notable roles including:

- Founding Chairman of copper producer, Sandfire Resources NL;
- Founding Chairman of mineral sands producer Image Resources NL, of which he remains a Non-Executive Director – serving a total period of 22 years.

Mr Stewart has operated as adviser to or on company boards for more than 16 years. He previously ran a hard asset/resource equities desk in New York for Jefferies & Co. Mr Stewart has a wealth of contacts, relationships and a history of performance that makes him remembered in the right circles. The skills of understanding broker houses and their definition of business success offer invaluable insights for a ASX listed public company. Further Mr Stewart understands the debt markets and mezzanine markets between equity and debt instruments. It was these skills that brought Mr Stewart to MDI initially. It is his global knowledge and worldly thinking that is highly valued in these macro-economic, high-risk times.

Mr Marwood has 40 years of service to the mineral resources sector, exploring, developing and operating on six continents (not Antarctica). He was involved in the discovery of over 30M ounces of gold, of which 60% has been developed and mined; the discovery of 1.2M tonnes of copper now 40% mined; the discovery of iron ore, coal and base

metals all discovered and/or extracted and ongoing or sold. He has operated since 1994 at board level, including bringing explorers to production domestically. Corporately Mr Marwood managed 60% of Normandy's gold portfolio across Africa, substantially assisting in the sale at \$2.2B from a \$0.8B market cap. He also managed the development of Moto Mines' assets from \$0.2B to \$0.84B market capital when sold. As Managing Director at Tiger Resources, he oversaw value creation from \$0.04B to \$0.4B over 5 years. He has demonstrated achievement in delivering gold and copper success.

MDI's Chief Executive Officer, Mr Roland Bartsch, has vast expertise in exploration of gold and copper, and is the right man to discover the hidden giant sleeping in the Barkly Tablelands. His history of performance-based outcomes stands at the elite level for Tier One Copper-Gold discoveries. If it is there, and with funding, he will find it!

Your Board has amassed the credentials, skills and experience to effectively run this business.

3. THE REQUISITIONING SHAREHOLDER HAS ONLY BEEN ON THE COMPANY'S SHARE REGISTER FOR A SHORT PERIOD OF TIME COMPARED TO MANY SHAREHOLDERS. ONE MUST ASK, WHY DID THEY INVEST IN THE COMPANY AND TOP UP RECENTLY IF THEY ARE SO DISSATISFIED WITH THE BOARD? IN ALL THE CIRCUMSTANCES, THEIR CONDUCT IS CONSISTENT WITH AN ATTEMPT TO TAKE-OVER YOUR COMPANY BY STEALTH, RATHER THAN BY WAY OF A FORMAL TAKEOVER PURSUANT TO WHICH EVERY SHAREHOLDER RECEIVES A FAIR AND REASONABLE OFFER FOR THEIR SHARES THAT INCORPORATES AN APPROPRIATE CONTROL PREMIUM.

Mr Raihani, as a representative of the Requisitioning Shareholder, sat in a meeting at MDI's office in November 2024 before the AGM and advised two members of MDI's Board that MDI is well placed to take advantage of the upturn in the market he expected to occur. He advanced the view that MDI needs a good exploration asset that can deliver results quickly. MDI had already acted on that view and has been actively looking for a suitable asset for over 18 months. This included commissioning a corporate adviser, Cygnet Capital, to assist in the quest for a suitable gold / copper asset for MDI to focus on during the cyclone/wet season.

The Requisitioning Shareholder seeks two Board positions within a three-person Board. If your Board accepted this proposal without putting the matter before Shareholders this would effectively deliver control of the Company to a sub-15% shareholder. The MDI Board cannot approve such a change of control, as this the right of all Shareholders to decide. It is a matter that must be brought before a general meeting. Your Board seeks to ensure that all Shareholders are well informed and have an opportunity to vote for their representatives on the Board.

Simply put, the Requisitioning Shareholder's effort to take control of MDI's Board by appointing two of three directors must be seen as seeking control of the Company with less than a 15% shareholding, without paying a premium for control and without a Shareholder vote. Your directors believe that it is for all Shareholders to decide who controls MDI, not one sub-15% shareholder despite repeated suggestions that the embarrassment of Messrs Thomas and Stewart being removed would be best avoided. Your board's view is that it has a fiduciary duty to all shareholders and the Company which, after failed attempts to find acceptance of an independent, competent and non control changing board, can only be discharged by placing the interests of shareholders above petty misguided concerns such as embarrassment.

4. THE REQUISITIONING SHAREHOLDER CLAIMS THE BOARD IS NOT LISTENING TO SHAREHOLDERS, WHO THEY SAY SHOULD BE GIVEN THE OPPORTUNITY TO CONSIDER ALTERNATIVE BOARD LEADERSHIP. IN FACT, AT THE RECENT AGM, LESS THAN THREE MONTHS AGO, SHAREHOLDERS HAD AN OPPORTUNITY TO RESHAPE THE BOARD BUT VOTED OVERWHELMINGLY IN SUPPORT OF MAINTAINING THE CURRENT BOARD. CLEARLY THE REQUISITIONING SHAREHOLDER'S ARGUMENT IS FLAWED; IT IS THEY WHO ARE IGNORING OTHER SHAREHOLDERS.

The Requisitioning Shareholder has provided MDI with their Members' Statement under section 249P of the Corporations Act, which has been included in the Notice of Meeting booklet.

A statement under section 249P provides the Requisitioning Shareholder with the opportunity, at nil personal cost, to set out their reasons for Board change.

At face value, one would expect a section 249P statement calling for a Board spill to address:

- Failings of the current Board
- Why their Board Nominees are superior

- An alternate and superior plan

As Shareholders will see, in their Members' Statement the Requisitioning Shareholder arguments in favour of Board change for MDI are particularly weak.

The Requisitioning Shareholder's primary position is that Shareholders are seeking Board renewal and that the Board is not delivering to Shareholders. Your Board argues that delivery to Shareholders is being achieved, with MDI being in a comparatively strong position as opposed to other micro-cap explorers - many of whom are closing, others with massively reduced company values, and an average of about 65% reduced value across the relevant market capital range. By comparison, a company with a less than 50% reduced market value is relatively strong. Mr Raihani, a representative of the Requisitioning Shareholder, is Chairman of FAU, where on 5 March 2021 the share price was \$0.02/share. As at 28 February 2025 their share price was \$0.003, (0.02 vs 0.003), up from \$0.001 (0.02 vs 0.001) for the prior 3 months. We leave it to shareholders to compare MDI's share price performance over the same period. The Requisitioning Shareholder must be intimately aware of how challenging the micro-cap market is, especially when the gold price has moved from US\$1900/oz to US\$2900/oz.

On 2 December 2024, the MDI Annual General Meeting results were announced, with 98.5% of shareholders voting to adopt the Remuneration Report and 98.7% voting to re-elect Mr Bruce Stewart. The Requisitioning Shareholder was one of those voting for the re-election of Mr Stewart whose turn it was to retire by rotation. Now less than two months after the AGM the Requisitioning Shareholder seeks to take control of the Board and remove Mr Stewart and Mr Thomas. Is this the representation all shareholders seek for the MDI Board? Why has the Requisitioning Shareholder made the Company incur the expense of dealing with the Section 249D process and calling the Meeting so soon after the AGM?

There are many (if not most) micro-cap and small cap companies seeking to improve their investor returns by adding accretive assets. It takes time to identify quality assets, and there is much time and effort required to sift through the ordinary to find the assets that shine. Your Board knows this and has taken responsible and sensible steps to ensure the longevity of MDI, while identifying the one asset that can create the necessary value for shareholders. Your Board recommends staying the course and finding a suitable asset through continued, diligent identification and screening work, not by handing control of the Company to a sub-15% shareholder whose Board Nominees have far less relevant skills and experience than your current Board.

5. THE REQUISITIONER HAS FAILED TO ADVANCE A SUPERIOR PLAN FOR MDI. SHAREHOLDERS ARE LEFT TO SPECULATE AS TO WHAT THEY INTEND TO DO WITH YOUR COMPANY.

Your Directors understand that the Requisitioning Shareholder has agreed to reinstate the Company's former Corporate Advisor, Cygnet Capital, if the Requisitioning Shareholder's Nominees are appointed to the Board. MDI was presented with two assets by Cygnet Capital but those assets did not meet the investment criteria set by MDI developed after discussion with key shareholders about the form of asset MDI should seek. The mandate given to Cygnet Capital by MDI was clear - we are seeking Australian based, late-stage exploration, near-term production, of suitable scale and value for MDI to develop and operate within a 2-3-year time frame.

One asset presented by Cygnet Capital was an early exploration in South Australia, and the other was an optioned gold play in California with a valuation sought by the option holder that could not be validated by MDI. Both had merit but neither met the investment criteria stated above. Cygnet Capital terminated the corporate mandate given to it by MDI soon after the rejection of the second asset. MDI is supportive of re-engaging with Cygnet Capital subject to the mandate being redefined, refined and followed, always with the key focus of delivering clearly visible, accretive shareholder value after following a disciplined screening process. Any change to the investment criteria will require testing with a shareholder focus group before implementation.

6. YOUR DIRECTORS DO NOT CONSIDER THE CREDENTIALS, SKILLS AND EXPERIENCE OF BOARD NOMINEE MR RAIHANI, A BUSINESSMAN, TO BE OF ANY APPARENT VALUE TO MDI. BOARD NOMINEE MR YANG APPEARS TO HAVE MORE TO OFFER; HOWEVER, CURRENT DIRECTOR MR THOMAS HAS BROADLY SIMILAR CREDENTIALS AND SUBSTANTIALLY MORE SKILLS AND EXPERIENCE IN THE KEY AREAS OF CORPORATE LAW, CORPORATE ADVICE, ASX DIRECTORSHIPS, AND MINERAL RESOURCES EXPLORATION AND PRODUCTION.

Mr Raihani, the first Board Nominee of the Requisitioning Shareholder, claims to have more than 15 years' experience in property development, mergers and acquisitions advisory, transactional services and human resources, business

transformation and tax management and advice. These skills reflect the typical CFO functions of a public company and are the cornerstones of the practice of a Chartered or Certified Practising Accountant. Mr Raihani has been serving at public company board level for less than two years. He may have industry experience, but it is not experienced at ASX listed board level. What is discoverable from searches in the public domain is that he was CEO of one of a large strata management company from 2015 to 2020, with over \$1B in property assets under management. He is apparently an equity holder of a family business Ultra Capital Pty Ltd, that claims to have a business focus on real estate, manufacturing, automotive exports and property development. Mr Raihani's claimed tax consultancy expertise extends to offices in the UAE, Sydney and Hong Kong. Further the family office apparently also holds a portfolio of junior listed assets. It is unclear what relevance this body of work has to the job of directing an Australian junior mineral explorer wishing to quickly transition to production.

Mr Bill Richie Yang, the second Board Nominee of the Requisitioning Shareholder, claims to have a Business Degree and to manage a corporate advisor business, Vs Capital Group in Sydney and Hong Kong. According to publicly sourced information he has served in the mineral resources sector since December 2009 as co-founder of Bligh Resources Ltd (BGH), taking it from greenfields explorer, through discovery development and operations ultimately to take-over and sale to Zeta Resources Limited (ZER). Currently he is a NED of Theta Gold Mines Limited (TGM). The Auditor's Report in Theta's latest published accounts advises that Theta has \$20M more debt than equity value and is being supported by regular investor raisings. The ability to manage a listed company through challenging times is a skill that all mining companies seek to retain.

While acknowledging that Mr Yang's skills and experience are more relevant to directing MDI than Mr Raihani's skills and experience, current MDI Director Mr Peter Thomas clearly has vastly more experience in successfully directing publicly listed mineral explorers. Mr Thomas has substantially more skills and experience in the key areas of corporate law, corporate advice and ASX directorship of mineral resources exploration and production. What does Mr Yang bring to the Company that Mr Thomas does not have, and is it worth losing Mr Thomas' skills and experience in order to bring Mr Yang onto the Board?

NOTICE OF MEETING AND AGENDA

Notice is hereby given that a general meeting of Shareholders of Middle Island Resources Limited (**MDI** or the **Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, WA, 6005 on Monday, 7 April 2025 commencing at 10:00 am Australian Western Standard Time (**AWST**) (**Meeting**).

Shareholders are urged to vote by: (i) attending the Meeting in person or (ii) returning a completed Proxy Form which must be received by no later than 10:00 am AWST on Saturday, 5 April 2025.

Pursuant to a determination under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the Meeting are those registered as Shareholders at 10:00 am AWST on Saturday, 5 April 2025.

The following accompany and form a part of this Notice of Meeting: (i) an Explanatory Memorandum which provides additional information on the matters to be considered at the Meeting, (ii) the Proxy Form and (iii) the Members' Statement.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary of the Explanatory Memorandum.

AGENDA

Resolution 1: Election of Mr Daniel Raihani as a Director (Non-Board Endorsed)



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

“That Daniel Raihani be elected as a director of the Company effective immediately on the passing of this resolution.”

The Board recommends you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 1.

Resolution 2: Election of Mr Bill Richie Yang as a Director (Non-Board Endorsed)



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

“That Bill Richie Yang be elected as a director of the Company effective immediately on the passing of this resolution.”

The Board recommends you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 2.

Resolution 3: Removal of Mr Peter Thomas as a Director (Non-Board Endorsed)



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

“That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth), Mr Peter Thomas be removed as a director of the Company effective immediately on the passing of this resolution.”

The Board recommends you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 3.

Resolution 4: Removal of Mr Bruce Stewart as a Director (Non-Board Endorsed)



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

“That, pursuant to section 203D(1) of the Corporations Act 2001 (Cth), Mr Bruce Stewart be removed as a director of the Company effective immediately on the passing of this resolution.”

The Board recommends you vote AGAINST this resolution.

The Chairman intends to vote all undirected proxies **against** Resolution 4.

Proxies, attorneys and corporate representatives

A Shareholder entitled to attend and vote at the general meeting may appoint a proxy, attorney or representative to cast its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If such proportion is not specified, each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded. A proxy may, but need not be, a member of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, executed in accordance with the Corporations Act.

For the convenience of Shareholders, two proxy forms have been provided to shareholders: a green proxy form and a white proxy form.

If you wish to vote by proxy in accordance with the recommendations of the Board, **you should execute the green proxy form and return it in accordance with the instructions on that form** and disregard the white proxy form.

If you wish to appoint a proxy to vote contrary to the recommendations of the Board, you should follow the instructions on the white proxy form.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the Meeting.

Proxy forms may be lodged as follows:

Post	Automic GPO Box 5193 Sydney, NSW, 2001
Hand Delivery	Automic Level 5, 126 Phillip Street Sydney, NSW, 2000
Facsimile	+61 2 8583 3040
Email	meetings@automicgroup.com.au

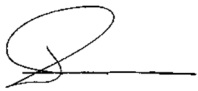
Voting

Each Resolution that is moved at the Meeting will be the subject of a poll. Voting results will be announced to the ASX.

ASX

A copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

By order of the Board:

A handwritten signature in dark ink, consisting of a large, stylized capital 'R' followed by a horizontal line.

Mr Rudolf Tieleman

Company Secretary

Dated: 7 March 2025

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, WA 6005 on Monday, 7 April 2025 commencing at 10:00 am AWST, as well as at any adjournment of that Meeting.

The purpose of this Explanatory Memorandum is to explain the background to the General Meeting and the Resolutions, and to provide information material to Shareholders' deliberations in relation to the Resolutions.

The Company recommends that Shareholders read this Explanatory Memorandum and the Directors' Statement (which accompanies and forms a part of this Notice of Meeting) before making any decisions in relation to the Resolutions.

Background to special business being put to the Meeting

On 14 February 2025, one MDI shareholder out of approximately 1,612 Shareholders, namely 7 Enterprises Pty Ltd, a company associated with Mr Daniel Raihani holding approximately 11.53% of the Company's fully paid ordinary shares on issue (**Requisitioning Shareholder**), lodged with MDI a notice under section 203D of the Corporations Act advising their intention to move resolutions at a general meeting to remove as Directors the Company's Non-Executive Chairman, Mr Peter Thomas and Non-Executive Director, Mr Bruce Stewart.

On 17 February 2025, the Requisitioning Shareholder lodged with MDI a notice under section 249D of the Corporations Act requesting the Company convene a general meeting of the Company. That notice proposed the resolutions referred to in the section 203D notice, as well as resolutions for the election as Directors of the Company in respect of Messrs Daniel Raihani and Bill Richie Yang, both of whom are associates of the Requisitioning Shareholder.

In compliance with the above, the Company issues this Notice of Meeting.

The Directors – including Mr Brad Marwood who is the only Director of the Company not the subject of a removal Resolution – are unanimous in recommending that Shareholders vote **AGAINST** all four Resolutions put forward by the Requisitioning Shareholder.

If the majority of votes cast by eligible Shareholders support the recommendations of the Directors, the result will be that the Board will be comprised of Messrs Peter Thomas, Brad Marwood and Bruce Stewart.

If the majority of votes cast by eligible Shareholders are cast contrary to the recommendation of the Directors, then the result will be a Board spill and the new Board will be comprised of new Directors Messrs Daniel Raihani and Bill Richie Yang, and continuing Director Mr Brad Marwood.

Frequently asked questions

On what basis has the Meeting been called and the Resolutions been requested?	Any Shareholder (or group of Shareholders) holding more than 5% of the votes that may be cast at a general meeting is entitled to call and arrange to hold a general meeting to have resolutions considered.
Why do the Requisitioning Shareholders wish to remove Messrs Thomas and Stewart the Board and elect Messrs Raihani and Yang to the Board?	The Requisitioning Shareholders have provided MDI with a statement under section 249P of the Corporations Act setting out their reasons for requesting the meeting and four resolutions as proposed by them. The statement is included in this Notice of Meeting booklet. The Directors do not agree with much of the information in the statement provided by the Requisitioning Shareholders and certainly not their rationale for requesting the general meeting.
Why does the Board recommend Shareholders vote against all Resolutions?	The Board recommends Shareholders vote AGAINST all Resolutions put forward by the Requisitioning Shareholders for the reasons set out in the Directors' Statement to Shareholders which is included in this Notice of Meeting Booklet.

Further information

If you have questions about the Meeting or the Resolutions to be voted on, please call the Company Information Line on (08) 9322 1430 within Australia or +61 8 9322 1430 from outside of Australia.

Important dates and times

Last time/date for receipt of valid proxies	10:00 am (AWST) on Saturday, 5 April 2025
Record time/date to determine Shareholders eligible to vote	10:00 am (AWST) on Saturday, 5 April 2025
Meeting	10:00 am (AWST) on Monday, 7 April 2025

Nature of Resolutions

All of the Resolutions are ordinary resolutions, meaning they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

A poll will be conducted in respect of each of the Resolutions.

Special Business

Resolution 1 – Election of Mr Daniel Raihani as a Director (Non-Board Endorsed)

Resolution 1 relates to the election of Mr Daniel Raihani as a Director.

In respect of Mr Raihani, certain information has been provided by the Requisitioning Shareholders in their Members' Statement.

MDI is not in a position to verify this information.

According to a Notice of Change in Substantial Shareholder lodged with the ASX on 20 February 2025, Mr Raihani holds, directly or indirectly, 31,500,000 Shares in the Company.

Detailed information as to why the Directors recommend Shareholders vote **against**, and will be voting all Shares they hold **against**, the appointment of Mr Raihani as a Director is set out in the Directors' Statement which is included in this Notice of Meeting Booklet.



*The Directors of MDI do not support this Resolution and will be voting their Shares **AGAINST** the election of Mr Daniel Raihani as a Director.*

Resolution 2 – Election of Mr Bill Richie Yang as a Director (Non-Board Endorsed)

Resolution 2 relates to the election of Mr Bill Richie Yang as a Director.

In respect of Mr Yang, certain information has been provided by the Requisitioning Shareholders in their Members' Statement.

MDI is not in a position to verify this information.

Detailed information as to why the Directors recommend Shareholders vote **against**, and will be voting all Shares they hold **against**, the appointment of Mr Raihani as a Director is set out in the Directors' Statement which is included in this Notice of Meeting Booklet.



The Directors of MDI do not support this Resolution and will be voting their Shares AGAINST the election of Mr Bill Richie Yang as a Director.

Resolution 3 – Removal of Mr Peter Thomas as a Director (Non-Board Endorsed)

Resolution 3 relates to the removal of Mr Peter Thomas as a Director.

Mr Thomas has a legal background specialising in resources and corporate advice and public company directorships.

For over 30 years, before retiring from legal practice, he specialised in the delivery of wide ranging legal, corporate and commercial advice to listed explorers and miners.

Mr Thomas is now a professional director leveraging that background whilst delivering the insight of his commercial acumen and business expertise.

For nearly 40 years, he has served on the boards of various listed companies including being the founding Chairman of both copper producer Sandfire Resources NL and mineral sands producer Image Resources NL.

Other current ASX listed company board positions include Non-Executive Director of Image Resources NL (since 19 April 2002) and Non-Executive Chairman of Emu NL (since 29 August 2007).

Mr Thomas holds, directly or indirectly, 4,935,491 Shares in the Company.

Information as to why the Directors, Mr Thomas abstaining, recommend Shareholders vote **against**, and will be voting all Shares they hold **against**, the removal of Mr Thomas as a Director is set out in detail in the Directors' Statement which is included in this Notice of Meeting Booklet.



The Directors of MDI do not support this Resolution and will be voting their Shares AGAINST the removal of Mr Peter Thomas as a Director.

Resolution 4 – Removal of Mr Bruce Stewart as a Director (Non-Board Endorsed)

Resolution 4 relates to the removal of Mr Bruce Stewart as a Director.

Mr Stewart was appointed as Non-Executive Director of the Company on 13 July 2021.

Mr Bruce Stewart has 30 years of global capital markets experience with an emphasis on hard assets, including running a major equity commodity desk in New York and has operated as corporate advisor or as a director for more than 16 years. He has successfully completed many deals.

Mr Stewart holds indirectly, 3,300,000 Shares in the Company.

Information as to why the Directors, Mr Stewart abstaining, recommend Shareholders vote **against**, and will be voting all Shares they hold **against**, the removal of Mr Stewart as a Director is set out in detail in the Directors' Statement which is included in this Notice of Meeting Booklet.



The Directors of MDI do not support this Resolution and will be voting their Shares AGAINST the removal of Mr Bruce Stewart as a Director.

GLOSSARY

In this Notice of Meeting and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
AWST	means Australian Western Standard Time.
Board	means the board of Directors of Middle Island Resources Limited.
Board Nominee	Means the Requisitioning Shareholder's nominees to the Board, Mr Daniel Raihani and Mr Bill Richie Yang.
Chairman	means the Chairman of Middle Island Resources Limited.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of Middle Island Resources Limited.
Directors' Statement	means the statement prepared by Mr Peter Thomas, Mr Bruce Stewart and Mr Brad Marwood relating to the proposed Resolutions, as set out in this Notice of Meeting .
Explanatory Memorandum	means this Explanatory Memorandum.
MDI or Company	means Middle Island Resources Limited (ABN 70 142 361 608).
Meeting	means the general meeting of shareholders of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, WA, 6005 on Monday, 7 April 2025 commencing at 10:00 am AWST.
Members' Statement	means the statement provided by Requisitioning Shareholders and included in this Notice of Meeting.
Notice of Meeting	means this Notice of Meeting.
Ordinary Resolution	means a resolution requiring a simple majority of the votes cast by Shareholders (and being entitled to vote) being in favour of the resolution.
Requisitioning Shareholder	means 7 Enterprises Pty Ltd (ACN 169 639 883).
Resolution	means a resolution set out in the Notice of Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share in the capital of the Company.

REQUISITIONING SHAREHOLDERS' STATEMENT TO MIDDLE ISLAND RESOURCES LIMITED MEMBERS PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT

Dear fellow members

As at 17 February 2025, 7 Enterprises Pty Ltd (**7 Enterprises**) owns 10.16% of the shares of Middle Island Resources Limited (Company). I am the sole director of 7 Enterprises.

1 Background

Concerns regarding strategic direction

I am concerned that the Company's current strategic direction is not in the best interests of shareholders and that it should change.

Greenfield development strategy

The Company has adopted a greenfield strategy focussed on the exploration for copper and gold in an under explored mineral province in the Northern Territory and potential acquisitions and corporate transactions.

Poor performance

Under the Company's greenfield strategy, its share price has decayed from around \$0.11 on 1 July 2022 to as low as \$0.011 on 14 January 2025.

In the 6-month period prior to the November 2023 rights issue, the Company's share price traded in a range of \$0.02 - \$0.04.

As at 31 March 2022, the Company had cash of \$5.99 million. As at 30 September 2023, the Company reported cash on hand of \$2.2 million and its cash burn was \$0.4m per quarter. It was on life support.

In November 2023, the Company was forced to raise additional equity in poor market conditions at a highly value dilutive rights issue priced at a significant discount to market of \$0.015 per share with free 1 for 1 attaching options, putting further downwards pressure on the price.

In August 2024, the company sold its complete stake in Aurumin Ltd (ASX:AUN) for approximately \$1.4m for approximately 3.6c per share since the sale the stock price of Aurumin has nearly doubled.

Only a month after the sale of shares in Aurumin, the Company raised \$750k at 1.5c per share further diluting shareholders. It is evident the Company has failed to create value for shareholders through a series of bad decisions that have left the company in urgent need of change.

Cost base

The Company's cost base is excessively high for a company of comparable market capitalisation, size, type and complexity.

Administration and Salaries and employee benefits were in FY23 \$0.9 million (FY22: \$1.47 million) The cost of KMP alone in FY23 was c\$0.5 million (FY22:\$0.7 million). By contrast, Exploration and evaluation expenses were FY23 \$1.6 million (FY22:\$0.74 million).

In 1HFY24, Administration and Salaries were \$0.58 million and Exploration and evaluation expenses \$0.66 million.

Strategic review

I believe the time is appropriate for a strategic review conducted from the perspective of a new Board. I call for the appointment of Messrs Daniel Raihani and Bill Richie Yang as directors to replace Mr Peter Thomas and Mr Bruce Stewart.

2 New directors are needed for the benefit of all shareholders

In my opinion, the Board has failed preserve value for shareholders.

The proposed directors' appointment will substantially improve the capabilities of the Company and strengthen the position to maximise shareholder value going forward.

- **Daniel Raihani** – Mr Raihani is an Accountant and Tax Professional with a wide range of experience at the executive level in the public, private and not-for-profit sectors. Mr Raihani has controlling equity positions and directorships in private companies and public companies across various sectors. Mr Raihani is currently the Managing Director of Aurumin Limited (ASX: AUN), Chairman of First Au Limited (ASX:FAU) and Chairman of Voltaic Strategic Resources Limited (VSR).
- **Richie Yang** – Mr Yang has nearly 20 years of corporate finance experience within public and private entities, with a focus on capital raising, M&A and corporate structuring activities. He has been on the Board of ASX Theta Gold since 2015, responsible for the entire turnaround of its South African 6.1Moz gold asset and >A\$100m equity raises to date. Previously held executive positions for various Australian iron ore and gold mining projects where he successfully managed in-house teams and external contractors in completing scoping and feasibility studies. Richie also runs the Vs Capital Group, a family office & corporate advisory business out of Hong Kong and Sydney.

I urge shareholders to vote:

- at the general meeting of the Company where the Board change resolutions are considered – **FOR** the removal Directors Mr Peter Thomas and Mr Bruce Stewart and **FOR** the appointment of Mr Daniel Raihani and Mr Richie Yang as directors

Yours sincerely,

Signed Daniel Raihani

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Daniel Raihani

7 Enterprises Pty Ltd
ACN 169 639 883



Middle Island
RESOURCES LIMITED

Middle Island Resources Limited | ABN/ACN 70 142 361 608

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Saturday, 5 April 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.

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://automic.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)

[illegible]

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.

Resolutions		Against	Abstain	For
Recommendation The Directors of MDI unanimously recommend that you vote <u>AGAINST</u> all four resolutions.		☒	☐	☐
		 Against	Abstain	For
1	Election of new Director – Mr Daniel Raihani	☐	☐	☐
2	Election of new Director – Mr Bill Richie Yang	☐	☐	☐
3	Removal of new Director – Mr Peter Thomas	☐	☐	☐
4	Removal of new Director – Mr Bruce Stewart	☐	☐	☐

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.

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

Contact Name

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Email Address

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Contact Daytime Telephone

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Date (DD/MM/YY)

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