REDCASTLE RESOURCES LIMITED
ACN 096 781 716
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	10:30am (AWST)
DATE:	6 August 2026
PLACE:	Unit 1, 1 Centro Avenue SUBIACO WA 6008

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on 4 August 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,960,285 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,004,000 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – RONALD MILLER

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

"That, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 142,857 Shares to Ronald Miller (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – RAYMOND SHAW

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

"That, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 107,143 Shares to Raymond Shaw (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – SEAN KE

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

"That, for the purpose of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 71,429 Shares to Sean Ke (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO RONALD MILLER

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,500,000 Performance Options to Ronald Miller (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO RAYMOND SHAW

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Performance Options to Raymond Shaw (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO SEAN KE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,500,000 Performance Options to Sean Ke (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO XCEL CAPITAL PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,500,000 Performance Options to Xcel Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO YANCHAO GUO

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,500,000 Performance Options to Mr Yanchao Guo (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 25 June 2026.

Voting Prohibition Statements

Resolution 6 – Approval to Issue Performance Options to Ronald Miller	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. 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 proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval to Issue Performance Options to Raymond Shaw	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. 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 proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 8 - Approval to Issue Performance Options to Sean Ke	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party. 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 proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Shares (LR 7.1)	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 - Ratification of Prior Issue of Shares (LR 7.1A)	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval of Director Participation in the Placement – Ronald Miller	Ronald Miller (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 4 – Approval of Director Participation in the Placement – Raymond Shaw	Raymond Shaw (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 5 – Approval of Director Participation in the Placement – Sean Ke	Sean Ke (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 – Approval to Issue Performance Options to Ronald Miller	Ronald Miller (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 – Approval to Issue Performance Options to Raymond Shaw	Raymond Shaw (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 8 - Approval to Issue Performance Options to Sean Ke	Sean Ke (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 9 – Approval to Issue Performance Options to Xcel Capital Pty Ltd	Xcel Capital Pty Ltd (or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 10 – Approval to Issue Performance Options to Yanchao Guo	Mr Yanchao Guo (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

  (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

  (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6559 1792.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE PLACEMENT

1.1 Placement

As announced on 20 May 2026, the Company has received firm commitments from unrelated institutional and sophisticated investors (**Unrelated Placement Participants**) and each of the Directors to raise approximately $2 million (before costs), through a placement of 14,285,714 Shares at an issue price of $0.14 per Share (**Placement**).

On 28 May 2026, the Company issued 13,964,285 Shares at an issue price of $0.14 per Share to the Unrelated Placement Participants, comprising:

(a) 1,960,285 Shares issued under the Company's Listing Rule 7.1 placement capacity (being, the subject of Resolution 1); and

(b) 12,004,000 Shares issued under the Company's Listing Rule 7.1A placement capacity (being, the subject of Resolution 2).

Resolutions 1 and 2 of this Notice seek Shareholder approval for the ratification of an aggregate of 13,964,285 Shares issued under the Placement.

The Company is also seeking Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 321,429 Shares to the Directors (or their nominees), to enable Ronald Miller, Raymond Shaw and Sean Ke's participation in the Placement on the same terms as the Unrelated Placement Participants (being, the subject of Resolutions 3 to 5).

The Company has engaged Xcel Capital Pty Ltd (ACN 617 047 319) (**Xcel** or **Lead Manager**) as sole lead manager to the Placement pursuant to a lead manager mandate dated 17 May 2026 (**Lead Manager Mandate**).

(a) Under the Lead Manager Mandate, the Company agreed to pay Xcel a cash fee of $50,000 (plus GST) and an equity raising fee equal to 6% of the aggregate amount raised under the Placement.

(b) The Company has undertaken to Xcel that any prior obligation to other brokers relating to the services to be provided by Xcel outlined in the Lead Manager Mandate have either been fulfilled or terminated or are now on a non-exclusive basis.

The Lead Manager Mandate contains terms which are standard for an agreement of its nature.

1.2 Use of funds

Proceeds raised under the Placement will be used for exploration across the Company's broader portfolio, potential scout drilling of highly ranked targets in the TBone Belt, advancing the Company's near-term development pathway, potential new ventures adjacent to Redcastle's existing portfolio, and general working capital and costs of the capital raising.

For further information in respect of the Placement, refer to the Company's ASX announcement dated 20 May 2026.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 13,964,285 Shares at an issue price of $0.14 per Share to raise approximately $2,000,000.

On 28 May 2026, 1,960,285 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 12,004,000 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

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.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2025.

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 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 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.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, 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 these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

2.5 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	Professional and sophisticated investors who were identified through a bookbuild process, which involved Xcel Capital Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	13,964,285 Shares were issued on the following basis: (a) 1,960,285 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and

REQUIRED INFORMATION	DETAILS
	(b) 12,004,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
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 or by which the Securities were issued	28 May 2026.
Price or other consideration the Company received for the Securities	$0.14 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTIONS 3 TO 5 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT

3.1 General

As set out in Section 1.1, the current Directors, Ronald Miller, Raymond Shaw and Sean Ke (together, the **Related Party Participants**), wish to participate in the Placement for an aggregate of $45,000 under the Placement on the same terms as the Unrelated Placement Participants (**Participation**).

Accordingly, Resolutions 3 to 5 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 321,429 Shares to the Related Party Participants (or their nominees), comprising:

(a) 142,857 Shares to Mr Ronald Miller (or his nominees) (being, the subject of Resolution 3);

(b) 107,143 Shares to Mr Raymond Shaw (or his nominees) (being, the subject of Resolution 4); and

(c) 71,429 Shares to Mr Sean Ke (or his nominees) (being, the subject of Resolution 5),

on the terms set out below.

3.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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.

The issue constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Miller who has a material personal interest in Resolution 3) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3 because the Shares will be issued to Mr Miller (or their nominee(s)) on the same terms as the Shares issued to Unrelated Placement Participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Shaw who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 4 because the Shares will be issued to Mr Shaw (or their nominee(s)) on the same terms as the Shares issued to Unrelated Placement Participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Ke who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 5 because the Shares will be issued to Mr Ke (or their nominee(s)) on the same terms as the Shares issued to Unrelated Placement Participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

3.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that all of the Directors comprising the Board have a material personal interest in the outcome of Resolutions 3 to 5. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 3 to 5 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 3 to 5 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

3.4 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:

10.11.1 a related party;

10.11.2 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;

10.11.3 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;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 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 Participation 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 3 to 5 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

3.5 Technical information required by Listing Rule 14.1A

If Resolutions 3 to 5 are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3 to 5 are not passed, the Company will not be able to proceed with the issue and the Company will not be able to raise the full amount under the Placement.

3.6 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued and categorisation under Listing Rule 10.11	The Shares will be issued to the Related Party Participants (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the recipient who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued to the Related Party Participants is 321,429 Shares, comprising: (a) 142,857 Shares to Mr Ronald Miller (or his nominees) (being, the subject of Resolution 3); (b) 107,143 Shares to Mr Raymond Shaw (or his nominees) (being, the subject of Resolution 4); and (c) 71,429 Shares to Mr Sean Ke (or his nominees) (being, the subject of Resolution 5).
Terms of Securities	The Shares will be 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 or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will have an issue price of $0.14, being the same issue price as the Shares issued to Unrelated Placement Participants pursuant to the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Placement is to raise capital, which the Company intends to use in the manner set out in Section 1.2.
Voting exclusion statement	Voting exclusion statements apply to Resolutions 3 to 5.

4. RESOLUTIONS 6 TO 8 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO THE DIRECTORS

4.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to an aggregate of 8,500,000 Performance Options to Ronald Miller, Raymond Shaw and Sean Ke (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the Performance Options proposed to be issued are set out in the table below.

CLASS	RECIPIENT	QUANTUM	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
A	Ron Miller	2,500,000	The Company's Shares achieving a 10-day VWAP of $0.18.	$0.001	18 months from the date of issue
	Ray Shaw	1,000,000			
	Sean Ke	2,500,000			
B	Ron Miller	1,000,000	The Company's Shares achieving a 10-day VWAP of $0.25.	$0.001	24 months from the date of issue
	Ray Shaw	500,000			
	Sean Ke	1,000,000			

4.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

4.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

4.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.3 above.

The issue 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.

4.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Further, the Company may be required to find alternative ways of remunerating the Directors, including utilising the Company's cash reserves.

4.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 4.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Options to be issued (being the nature of the financial benefit proposed to be given) is 8,500,000 which will be allocated are set out in the table included at Section 4.1 above.
Terms of Securities	The Performance Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Performance Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Options for the following reasons: (a) the issue of the Performance Options has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Performance Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Performance Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and

(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.</td></tr>
<tr><td>Consideration of quantum of Securities to be issued</td><td>The number of Securities to be issued has been determined based upon consideration of:

(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(b) the remuneration of the proposed recipients; and

(c) incentives to attract and ensure continuity of service/retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.</td></tr>
<tr><td>Remuneration</td><td>The total remuneration package for each of the proposed recipients for the current financial year and the proposed total remuneration package for the next financial year are set out below:

<table>
<tr><th>RELATED PARTY</th><th>FINANCIAL YEAR ENDED 30 JUNE 2026</th><th>FINANCIAL YEAR ENDING 30 JUNE 2027</th></tr>
<tr><td>Raymond Shaw</td><td>$44,800[1]</td><td>$44,800[4]</td></tr>
<tr><td>Ronald Miller</td><td>$224,800[2]</td><td>$224,800[5]</td></tr>
<tr><td>Sean Ke</td><td>$196,300[3]</td><td>$196,300[6]</td></tr>
</table>
Notes:
1. Comprising directors' fees/salary of $40,000, a superannuation payment of $4,800.
2. Comprising directors' fees/salary of $220,000, and superannuation payment of $4,800.
3. Comprising directors' fees/salary of $191,500, a superannuation payment of $4,800.
4. Comprising directors' fees/salary of $40,000, a superannuation payment of $4,800. If the Performance Options are issued, the total remuneration package of Raymond Shaw will increase by $71,065 to $115,865, being the value of the Performance Options (based on the Black & Scholes methodology)
5. Comprising directors' fees/salary of $220,000, and superannuation payment of $4,800. If the Performance Options are issued, the total remuneration package of Ronald Miller will increase by $165,905 to $390,705 being the value of the Performance Options (based on the Black & Scholes methodology).
6. Comprising directors' fees/salary of $191,500, a superannuation payment of $4,800. If the Performance Options are issued, the total remuneration package of Sean Ke will increase by $165,905 to</td></tr>
</table>

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>$362,205, being the value of the Performance Options (based on the Black & Scholes methodology).</td></tr>
<tr><td>Valuation</td><td>The value of the Performance Options and the pricing methodology is set out in Schedule 2</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:
As at the date of this Notice
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE OPTIONS</th></tr>
<tr><td>Ronald Miller</td><td>2,488,829</td><td>1,348,141[2]</td><td>Nil</td></tr>
<tr><td>Raymond Shaw</td><td>222,223</td><td>1,101,853[2]</td><td>Nil</td></tr>
<tr><td>Sean Ke</td><td>111,112</td><td>2,550,926[3]</td><td>Nil</td></tr>
</table>
Post issue
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE OPTIONS</th></tr>
<tr><td>Ronald Miller</td><td>2,488,829</td><td>1,348,141[2]</td><td>3,500,000</td></tr>
<tr><td>Raymond Shaw</td><td>222,223</td><td>1,101,853[2]</td><td>1,500,000</td></tr>
<tr><td>Sean Ke</td><td>111,112</td><td>2,550,926[3]</td><td>3,500,000</td></tr>
</table>
Notes:
1. Fully paid ordinary shares in the capital of the Company (ASX: RC1).
2. Quoted Options exercisable at $0.15 each on or before 7 October 2028 (ASX: RC1OA).
3. Comprising:
(a) Quoted Options exercisable at $0.15 each on or before 7 October 2028 (ASX: RC1OA);
(b) Unquoted Options exercisable at $0.20 each on or before 1 December 2028 (ASX: RC1AI); and
(c) Unquoted Options exercisable at $0.30 each on or before 1 December 2028 (ASX: RC1AJ).</td></tr>
<tr><td>Dilution</td><td>If the Performance Options issued under these Resolutions are exercised, a total of 8,500,000 Shares would be issued. This will increase the number of Shares on issue from 134,513,846 (being the total number of Shares on issue as at the date of this Notice) to 143,013,846 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.94%, comprising 2.45% by Ronald Miller, 1.05% by Raymond Shaw and 2.45% by Sean Ke.</td></tr>
<tr><td>Trading history</td><td>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>PRICE</th><th>DATE</th></tr>
<tr><td>Highest</td><td>$0.260</td><td>28 January 2026</td></tr>
<tr><td>Lowest</td><td>$0.004</td><td>10 June 2025</td></tr>
</table></td></tr>
</table>

REQUIRED INFORMATION	DETAILS
	Last | $0.135 | 22 June 2026
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

5. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO XCEL CAPITAL PTY LTD

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,500,000 Performance Options in consideration for corporate advisory services provided by Xcel Capital Pty Ltd.

Further details in respect of the Performance Options proposed to be issued to Xcel (or its nominees) are set out in the table below.

CLASS	QUANTUM	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
A	2,500,000	The Company's Shares achieving a 10-day VWAP of $0.18.	$0.001	18 months from the date of issue
B	1,000,000	The Company's Shares achieving a 10-day VWAP of $0.25.	$0.001	24 months from the date of issue

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Xcel Capital Pty Ltd (or its nominees).
Number of Securities and class to be issued	3,500,000 Performance Options will be issued.
Terms of Securities	The Performance Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for corporate advisory services provided by Xcel Capital Pty Ltd.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was in satisfaction of the Company's obligation to issue Performance Options to Xcel Capital Pty Ltd (or its nominees) as consideration for corporate advisory services provided, and to incentivise Xcel Capital for future provision of services to the Company.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE OPTIONS TO MR YANCHAO GUO

6.1 General

The Company has engaged Mr Yanchao Guo for consultancy services pursuant to a Consultancy Letter Agreement dated on or around 22 June 2026 (**Guo Consultancy Agreement**).

Under the Guo Consultancy Agreement, the Company agreed to pay Yanchao Guo a total of 3,500,000 Performance Options, comprising:

(a) 2,500,000 Class A Performance Options; and

(b) 1,000,000 Class B Performance Options.

The Guo Consultancy Agreement contains terms which are standard for an agreement of this nature.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,500,000 Performance Options in consideration for consultancy services provided by Mr Yanchao Guo.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching 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 under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Mr Yanchao Guo (or his nominee(s)).
Number of Securities and class to be issued	3,500,000 Performance Options will be issued.
Terms of Securities	The Performance Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Performance Options will be issued at a nil issue price, in consideration for consultancy services provided by Mr Yanchao Guo.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's contractual obligations under the Guo Consultancy Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Guo Consultancy Agreement, 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.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

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 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Redcastle Resources Limited (ACN 096 781 716).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Performance Option means an option to acquire a Share on the terms and conditions set out in Schedule 1.

Participation has the meaning given to that term in Section 3.1.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given to that term in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Participants has the meaning given to that term in Section 3.1.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, Performance Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Unrelated Placement Participants means the unrelated sophisticated and institutional investors who have participated in the Placement (as the context requires).

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE OPTIONS

The terms and conditions of the Performance Options are set out below:

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Performance Option.
2.	**Exercise Price**	Subject to paragraph 13, the amount payable upon exercise of each Performance Option will be $0.001 (Exercise Price).
3.	**Expiry Date**	Each Option will expire at 5:00 pm (AWST) on the dates set out below: (a) **Class A**: unvested Class A Performance Options will expire 18 months from the date of issue; and (b) **Class B**: unvested Class B Performance Options will expire 24 months from the date of issue. (**Expiry Date**). A Performance Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Performance Options are subject to the following vesting conditions: (a) **Class A**: the Company's Shares achieving a 10-day VWAP of $0.18 within a period of 18 months from the date of issue; (b) **Class B**: The Company's Shares achieving a 10-day VWAP of $0.25 within a period of 24 months from the date of issue; (**Vesting Conditions**), and are exercisable at any time on and from the earlier of: (a) the Board giving written approval for exercise following satisfaction of the Vesting Condition; and (b) 12 months following satisfaction of the Vesting Condition, until the Expiry Date (**Exercise Period**), subject to paragraph 10.
5.	**Exercise Notice**	The Performance Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Performance Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Performance Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Performance Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

		(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Performance Options rank equally with the then issued shares of the Company.
9.	**Change of Control**	Upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (b) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (c) having been declared unconditional by the bidder; or (d) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, to the extent Performance Options have not been exercised into Shares due to satisfaction of the relevant Vesting Conditions, the Vesting Conditions will accelerate and the Performance Options will become immediately exercisable. Such Performance Options may be exercised into Shares on a one-for-one basis, subject to payment of any applicable cash exercise price.
10.	**Deferral of Share Issue**	If the issue of Shares on exercise of Performance Options would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (General Prohibition) then the issue of Shares shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a Share issuance would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the issue of Shares may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the issuance will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (a) within seven days if the Company considers that the issue of Shares may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the Share issue will not result in any person being in contravention of the General Prohibition.
11.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

12.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Performance Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Options without exercising the Performance Options.
13.	**Change in exercise price/Adjustment for rights issue**	A Performance Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Performance Option can be exercised.
14.	**Transferability**	The Performance Options are not transferable.

SCHEDULE 2 – VALUATION OF PERFORMANCE OPTIONS

The Performance Options to be issued pursuant to Resolutions 6, 7 and 8 have been valued by internal management. Using the Black & Scholes option pricing model and based on the assumptions set out below, the Performance Options were ascribed the following value range:

ASSUMPTIONS:		
Class	**A**	**B**
Valuation date	18 June 2026	
Market price of Shares	12.5 cents	
Exercise price	0.1 cents ($0.001)	
Commencement of performance/vesting period	Date of shareholder approval	
Risk free interest rate	4.54%	
Expiry date (length of time from issue)	18 months	24 months
Volatility	100%	100%
Indicative value per Performance Option	**4.76 cents**	**4.70 cents**
Total Value of Performance Options	**$285,303**	**$117,573**
- Ronald Miller (Resolution 6)	118,876	47,029
- Raymond Shaw (Resolution 7)	47,550	23,515
Sean Ke (Resolution 8)	118,876	47,029

Note: The valuation ranges noted above are not necessarily the market prices that the Performance Options could be traded at and they are not automatically the market prices for taxation purposes.

Proxy Voting Form

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

Redcastle Resources Limited | ABN 57 096 781 716

Your proxy voting instruction must be received by **10:30am (AWST) on Tuesday, 04 August 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at
https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Redcastle Resources Limited, to be held at **10:30am (AWST) on Thursday, 06 August 2026 at Unit 1, 1 Centro Avenue, Subiaco WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

RC1

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1			
2	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A			
3	APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – RONALD MILLER			
4	APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – RAYMOND SHAW			
5	APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – SEAN KE			
6	APPROVAL TO PERFORMANCE OPTIONS TO RONALD MILLER			
7	APPROVAL TO ISSUE PERFORMANCE OPTIONS TO RAYMOND SHAW			
8	APPROVAL TO ISSUE PERFORMANCE OPTIONS TO SEAN KE			
9	APPROVAL TO ISSUE PERFORMANCE OPTIONS TO XCEL CAPITAL PTY LTD			
10	APPROVAL TO ISSUE PERFORMANCE OPTIONS TO YANCHAO GUO			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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