

NOTICE OF 2025 SHAREHOLDER MEETING AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (**ASX:RML**) refers to the notice of General Meeting (**GM**) and accompanying explanatory memorandum released to ASX on 25 June 2025 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (**Shareholders**).

The Meeting will be held:

Date: Friday 25 July 2025
Time: 9:30am (ACST)
Location: Offices of Grant Thornton Australia Limited,
Level 3, 170 Frome Street, Adelaide SA

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

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

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias
Company Secretary

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Friday 25 July 2025

Time of Meeting

9:30am (ACST) (Adelaide time)

Place of Meeting

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

RESOLUTION MINERALS LTD
ACN 617 789 732

NOTICE OF 2025 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on 25 July 2025 at 9:30am ACST.

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

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

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

GENERAL BUSINESS

Resolution 1 – Approval to issue Consideration Securities to the Vendors

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 444,812,889 Shares and 222,406,445 Options to the Vendors (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 2 – Ratification of prior issue of Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,368,028 Shares to the Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 3 – Ratification of prior issue of Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 52,578,685 Shares to the Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 4 – Approval to issue 27,207,133 Placement Shares

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 27,207,133 Shares to the Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 5 – Approval to issue Placement Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue one free attaching Option for every two Shares subscribed for and issued under the Placement (rounded up for fractional entitlements) to the Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 6 – Approval to issue Securities to Oakley Capital

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 68,846,154 Shares and 82,115,385 Options to Oakley Capital Partners Pty Limited (or its nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 7 – Ratification of issue of Remaining Project Acquisition Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,500,000 Remaining Project Acquisition Shares to the Australian Project Vendors (or their nominee/s) on the terms and conditions set out in the Explanatory Notes.”

Resolution 8 – Approval to issue up to 150,000,000 Future Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 Future Placement Shares, on the terms and conditions set out in the Explanatory Notes.”

Resolution 9 – Approval to issue S3 Consortium Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 12,500,000 Options to S3 Consortium Pty Ltd on the terms and conditions set out in the Explanatory Notes.”

Resolution 10 – Approval to issue 25,000,000 Shares and 25,000,000 Options to Oakley Capital

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 25,000,000 Shares and 25,000,000 Options to Oakley Capital Partners Pty Limited or their nominee(s) on the terms and conditions set out in the Explanatory Notes.”

Resolution 11 – Adoption of Employee Securities Incentive Plan

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled ‘Employee Incentive Securities Plan’ and to enable the Company to issue up to a maximum of 120,000,000 Securities under that plan on the terms and conditions set out in the Explanatory Notes.”

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting Exclusion Statements

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

Resolution 1 – Approval to issue Consideration Securities to the Vendors	The Vendors (or their 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).
Resolutions 2 and 3 – Ratification of prior issue of Placement Shares	The Placement Participants (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to issue 27,207,133 Placement Shares	The Placement Participants (or their 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).
Resolution 5 – Approval to issue Placement Options	Placement Participants (or their 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).
Resolution 6 – Approval to issue Securities to Oakley Capital	Oakley Capital (or their 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).
Resolution 7 - Ratification of issue of Remaining Project Acquisition Shares	The Australian Project Vendors (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.

Resolution 8 – Approval to issue up to 150,000,000 Future Placement Shares	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the Future Placement (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 S3 Consortium Options	S3 Consortium Pty Ltd (or their 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).
Resolution 10 – Approval to issue 25,000,000 Shares and 25,000,000 Options to Oakley Capital	Oakley Capital Partners Pty Limited (or their 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).
Resolution 11 – Adoption of Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme 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 person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statements

Resolution 11 – Adoption of Employee Securities Incentive Plan	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. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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Voting, Attendance Entitlement and proxy

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

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

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

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

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

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 9:30am ACST on 23 July 2025):

On-line: <https://investor.automic.com.au/#/loginsah>

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

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

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

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm ACST on 23 July 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias
Company Secretary
Adelaide, 25 June 2025

GENERAL MEETING - EXPLANATORY NOTES

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

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

Introduction

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

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

GENERAL BUSINESS

Background to Resolutions 1 to 6

Acquisition of the Horse Heaven Project

As announced on 11 June 2025, the Company has conditionally agreed to acquire the Horse Heaven Gold-Antimony Project (**Horse Heaven Project**), located in the historical Stibnite Mining District of Valley County, central Idaho.

The Horse Heaven Project comprises 699 U.S. Federal lode mining claims covering 5,644 hectares and includes 689 mining claims and ten lode mining claims referred as the Oberbillerig Group.

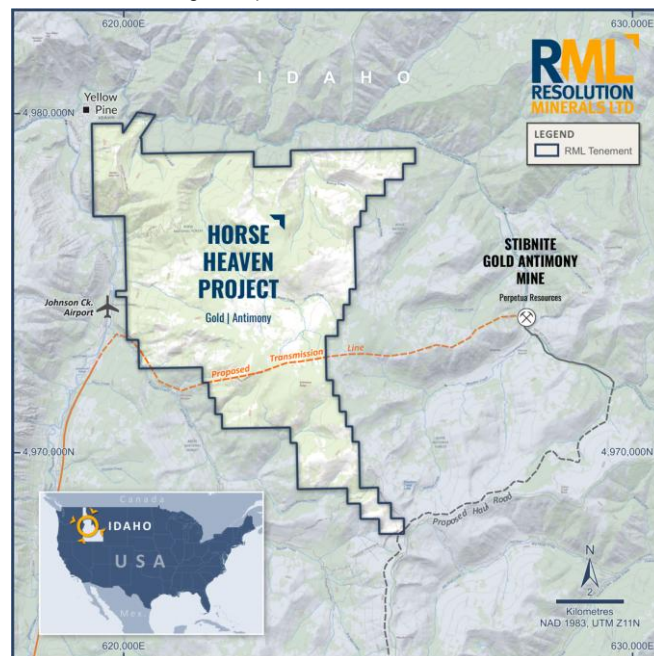


Figure 1: Location plan of the Horse Heaven Project. Note that the coordinates are a metres north and east metric system (not latitude/longitude) centric to this part of North America.

The Horse Heaven Project hosts two highly prospective gold-antimony prospects known as the Antimony Ridge Fault Zone (**ARFZ**) and the Golden Gate Fault Zone (**GGFZ**).

The Antimony Ridge Fault Zone has an approximate strike length of 1.2km and hosts known gold–antimony–silver–tungsten mineralisation associated with hydrothermally altered and sheared granodiorite.

The Golden Gate Fault Zone has an approximate strike length of 3.5km and hosts the Golden Gate Hill target. It hosts known disseminated gold mineralisation, like Antimony Ridge Fault Zone, associated with hydrothermally altered and sheared granodiorite. This prospect has received more drilling than the ARFZ, but the drilling is shallow and still of a preliminary nature.

The Horse Heaven Project is subject, in whole or in part, to three separate royalties in the following amounts:

- 4% on 10 historical claims. Up to 3% of this royalty can be bought back for USD \$100,000 per percentage point. There is no buyout on the final one percent;
- 3% on the entire Horse Heaven Project; and
- 1% on the entire Horse Heaven Project that can be bought back for USD\$2,000,000.

Further information in relation to the Horse Heaven Project is set out in the ASX announcement and investor presentation released on 11 June 2025.

Overview of the Acquisition

The Company has entered into a binding agreement (**Share Sale Agreement**) with the shareholders of 1503571 B.C (**150BC**), pursuant to which the Company has a conditional right to acquire all the issued and outstanding shares in 150 B.C from the shareholders (**Acquisition**).

150BC holds an exclusive option (**Option**) to acquire 100% of the issued share capital of 1262446 B.C. Ltd. (**126 BC**), which, through its wholly owned subsidiary Horse Heaven Holdings Inc. (**Horse Heaven Holdings**), is the owner of the Horse Heaven Project. The shareholders of 150BC (the **Vendors**) must procure the exercise of this Option prior to the completion of the Acquisition.

A summary of the material terms and conditions of the Share Sale Agreement is set out below.

Consideration	The consideration payable for the Acquisition comprises: (c) the issue of an aggregate of: (i) 444,812,889 Shares (Consideration Shares); and (ii) 222,406,445 options to acquire Shares exercisable at \$0.018 each on or before 31 July 2028 (RMLOC Quoted Options), (together, the Consideration Securities) to the shareholders of 150BC (Vendors) (or their nominees) on completion of the Acquisition (Completion); and (d) an aggregate cash payment of AUD\$1,000,000 to the Vendors (of which AUD\$600,000 will be payable at Completion and AUD\$400,000 will be payable within nine months of Completion). The Consideration Securities will be subject to voluntary escrow, with: (c) 25% freely tradeable from Completion; (d) 25% escrowed until the date that is three months after Completion; (e) 25% escrowed until the date that is six months after Completion; and (f) 25% escrowed until the date that is twelve months after Completion.
Conditions precedent	Completion is subject to and conditional upon the satisfaction (or waiver) of the following conditions precedent on or before 31 August 2025: (a) completion of financial, legal and technical due diligence by the Company on 150BC, 126BC, Horse Heaven Holdings and the Horse Heaven Project to the absolute satisfaction of the Company; (b) the Company undertaking a capital raising and receiving valid applications for at least AUD\$750,000 worth of Shares; (c) Shareholders approving the issue of securities in connection with the Acquisition in a general meeting, including the issue of Consideration Securities (which approval is sought under Resolution 1), and the issue of Shares and RMLOC Options as a transaction and capital raising fee (which approval is sought under Resolution 6) in accordance with the Listing Rules and the Corporations Act; (d) the Vendors exercising the Option and 150BC completing the acquisition of 100% of the issued capital of 126BC; (e) the parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the parties to lawfully complete the matters set out in the agreement; and (f) the parties obtaining all third-party approvals and consents necessary to lawfully complete the matters set out in the agreement.
Other terms	The Share Sale Agreement is otherwise on standard terms and conditions for an agreement of its nature.

Further details in respect of the Acquisition are set out in the ASX announcement and investor presentation released on 11 June 2025.

Placement

The Company received firm commitments from sophisticated and professional investors (**Placement Participants**) to subscribe for 146,153,846 Shares (**Placement Shares**) at an issue price of \$0.013 per Share together with one free attaching RMLOC Option, for every two Shares subscribed for and issued (**Placement Options**), to raise approximately \$1.9 million (before costs) (**Placement**).

The Company issued 66,368,028 Shares under its existing placement capacity pursuant to Listing Rule 7.1 and 52,578,685 under its existing placement capacity pursuant to Listing Rule 7.1A on 20 June 2025 (ratification of which is sought under Resolutions 2 and 3). The issue of the remaining 27,207,133 Placement Shares and the Placement Options is subject to Shareholder approval (being the subject of Resolutions 4 and 5 respectively).

The funds raised under the Placement will be used to fund exploration on existing projects, pay the cash consideration to the Vendors for the acquisition of the Horse Heaven Project, fund exploration at the Horse Heaven Project and be applied towards working capital. The Placement Options will be issued subject to the Company obtaining Shareholder approval for the issue.

Transaction and Capital Raising Fee

Oakley Capital Partners Pty Limited (ACN 663 165 839) (**Oakley Capital**) acted as lead manager to the Placement and facilitator of the Acquisition.

The Company has agreed to pay, subject to Shareholder approval, a 10% facilitation fee (44,481,289 Shares & 22,240,645 RMLOC options) for the introduction of this asset, which will be paid to Oakley Capital or its nominees, as well as other introducing parties (none of whom are related parties of RML). The Company has also agreed to pay Oakley a capital raising fee of 6% cash and, subject to Shareholder approval, 24,364,865 Shares and 59,874,740 RMLOC Options in consideration for its role in acting as lead manager to the Placement.

A summary of the other terms and conditions of the mandate between the Company and Oakley Capital is set out below (noting that the capital raising and transaction fees payable in respect of the Acquisition and the Placement are as set out above):

Term	The mandate initially commenced on 29 November 2024 and was extended on 23 May 2025 (Extension Date) for a period of 12 months, with an automatic extension for a further 18 months, unless a party notifies the other party within 6 months of the Extension Date that it does not wish to extend the term.
Capital raising and advisory fees	The Company has also agreed to pay or issue (as applicable) the following fees to Oakley Capital: (a) a monthly retainer of \$25,000 per month for corporate advisory services; and (b) in respect of any capital raisings conducted during the term of the mandate (other than the Placement): (i) a cash fee of 6% of the gross proceeds of the capital raising; and (ii) subject to Shareholder approval being obtained, one Share for every ten Shares issued under the capital raising and one RMLOC Option for every two placement options issued (plus success shares and options to be negotiated at the time of the capital raising). The Company must pay a capital raising fee (under paragraph (b)) above in respect of any transaction or capital raising entered into by the Company: (a) within three months of the date on which the mandate ends or is otherwise terminated; and (b) with a counterparty who was introduced directly or indirectly by Oakley Capital.
Transaction Fee	In the event of a takeover offer for the Company's shares or assets, the Company will pay Oakley Capital a transaction fee payable in cash or securities (subject to mutual agreement) equal to 10% of highest total price payable under the Transaction (Transaction Size) if the takeover bid is successful. The transaction fee will be 3% in the event the takeover bid is received and announced to the market but does not complete for any reason, or for any transaction initiated by the Company. The Company must pay the 3% transaction fee within 30 days of receiving a takeover bid, with the remainder payable within 30 days of settlement of the bid (if successful). In respect of any other Transaction being announced to the ASX (or any other stock exchange) during the term, a transaction fee payable in cash or securities (subject to mutual agreement) equal to 10% of the Transaction Size (where the Transaction is introduced by Oakley Capital) or 3% of the Transaction Size (where the transaction is not introduced by Oakley Capital).
Right of first refusal	The Company agrees that it will not obtain services from another firm that is similar to the services provided by Oakley Capital for a period of 12 months from the date that the mandate ends or is otherwise terminated without first giving Oakley Capital notice of its intention to enter into such transaction and the opportunity to provide the proposed services on the terms contained in the mandate.
Other terms	As is customary with such mandates, the Company has agreed to indemnify Oakley Capital, its related bodies corporate and their respective officers, employees, advisers, representatives and agents against losses incurred in connection with the services provided under the mandate other than where the losses have resulted from the fraud, wilful default, or gross negligence of the indemnified person. The mandate otherwise contains standard terms and conditions for an agreement of its nature.

Resolution 1 – Approval to issue Consideration Securities to the Vendors

This Resolution seeks Shareholder approval for the issue of the Consideration Securities to the Vendors (or their nominee/s) in consideration for the Acquisition. Further information in relation to the Acquisition and the Share Sale Agreement is set out above.

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1. The proposed issue exceeds the Company's current limit under Listing Rule 7.1.

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 Company will not be able to issue the Consideration Securities or proceed with Completion.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 1:

Party/ Allottees	The Consideration Securities will be issued to the Vendors (or their nominee/s). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities to be issued	444,812,889 Consideration Shares and 222,406,445 RMLOC Options will be issued.
Material Terms of Securities	The Consideration 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, other than in respect of the escrow restrictions summarised above. The Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	The Company expects to issue the Consideration Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Consideration 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, Consideration, Purpose	The Consideration Securities will be issued at a nil issue price, in part consideration for the Acquisition. The purpose of the issue is to satisfy the Company's obligations under the Share Sale Agreement.
Material terms of agreement	The Consideration Securities are being issued under the Share Sale Agreement, a summary of the material terms of which is set out under the heading "Background to Resolutions 1 to 6".
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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

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

Resolutions 2 and 3: Ratification of prior issue of Placement Shares

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 118,946,713 Shares at an issue price of \$0.013 per Share under the first tranche of the Placement.

66,368,028 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 52,578,685 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 3).

Further information in relation to the Placement is set out under the heading "Background to Resolutions 1 to 6" above.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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

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.

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 29 November 2024.

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.

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.

In accordance with the requirements of Listing Rules 7.4 and 7.5 the following information is provided in respect of Resolutions 2 and 3:

Party	The Placement Shares were be issued to the Placement Participants (or their nominee/s) who were identified through a bookbuild process, which involved Oakley Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Oakley Capital agreed to participate in the Placement and was issued 12,207,701 Shares in the first tranche of the Placement. The Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company.
Number and Class of Securities issued	118,946,713 Shares were issued on the following basis: 66,368,028 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and 52,578,685 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).
Date of issue	20 June 2025
Price or other Consideration	\$0.013 per Placement Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Terms	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.
Purpose	Details of the proposed use of funds are set out under the heading "Background to Resolutions 1 to 6" above.
Compliance	The issue did not breach Listing Rule 7.1.
Voting exclusion statement	Voting exclusion statements apply to these Resolutions.

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

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

Resolution 4 – Approval to issue 27,207,133 Placement Shares

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 27,207,133 Placement Shares to the Placement Participants.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

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 Company will not be able to proceed with the issue and will not raise additional funds under the second tranche of the Placement.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 4:

Party/ Allottees	The Placement Shares will be issued to the Placement Participants (or their nominee/s). Tranche 1 of the Placement Shares have been issued to Participants as described in the Explanatory Notes to Resolutions 2 and 3. The approval sought in accordance with Resolution 4 is tranche 2 of the same Placement and to the same Placement Participants as tranche 1, on a pro-rata basis. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities to be issued	Up to 27,207,133 Placement Shares.
Material 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 of issue	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX Shares or modification of the Listing Rules).
Price, Consideration, Purpose	\$0.013 per Placement Share. Details of the proposed use of funds are set out under the heading "Background to Resolutions 1 to 6" above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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

The Chair intends to vote all undirected proxies in favour of Resolution 4.

Resolution 5 – Approval to issue Placement Options

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of one free attaching Option for every two Shares subscribed for and issued (rounded up for fractional entitlements) to the Placement Participants.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

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 Company will not be able to proceed with the issue.

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

Party/ Allottees	The Placement Options will be issued to the Placement Participants (or their nominee/s) as described in the Explanatory Notes to Resolutions 2, 3 and 4. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities to be issued	The Company will issue one Placement Option for every two Shares issued to Placement Participants under the Placement (rounded up for fractional entitlements), being a maximum of 73,077,000 Placement Options.
Material Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement 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, Consideration, Purpose	Nil per Placement Option as the Placement Options will be issued free attaching with the Placement Shares on the basis of one Placement Option for every two Shares issued to Placement Participants under the Placement (rounded up for fractional entitlements) The purpose of the issue is to satisfy the Company's obligations under the Placement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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

The Chair intends to vote all undirected proxies in favour of Resolution 5.

Resolution 6 – Approval to issue Securities to Oakley Capital

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 68,846,154 Shares, together with 82,115,385 RMLOC Options to Oakley Capital (or its nominees) in part consideration for Oakley Capital's role in facilitating the Acquisition and acting as lead manager to the Placement. Further information in relation to the fees payable to Oakley Capital are set out under the heading "Background to Resolutions 1 to 6" above.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

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 Company will not be able to proceed with the issue. In such circumstances, the Company will be required to renegotiate the fees payable to Oakley Capital, which may require the Company to make additional cash payments.

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

Party/ Allottees	Oakley Capital (or its nominees)
Number of Securities to be issued	Up to 68,846,154 Shares and 82,115,385 RMLOC Options.
Material 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. The RMLOC Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	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, Consideration, Purpose	The Securities will be issued at a nil issue price, in consideration for services provided by Oakley Capital. The purpose of the issue is to satisfy the Company's obligations under the mandate with Oakley Capital.
Material terms of agreement	The Securities are being issued in accordance with the terms of the mandate with Oakley Capital, a summary of the material terms of which is set out under the heading "Background to Resolutions 1 to 6" above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

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

The Chair intends to vote all undirected proxies in favour of Resolution 6.

Resolution 7: Ratification of issue of Remaining Project Acquisition Shares

On 10 March 2025, the Company announced that it had acquired a gold-antimony project comprising:

- the Drake East Antimony-Gold Project comprising one granted Exploration Licence EL9730 in NSW;
- the Spur South Gold-Copper Project comprising two ELAs, ELA6784 and ELA6785 in NSW; and
- the Neardie Antimony Project comprising one Exploration Permit Minerals (EPM) application EPM29111 in QLD.

The Company will complete the acquisition upon issue of the Project Acquisition Shares by acquiring 100% of the issued capital of each of Devil Prospecting Pty Ltd (ACN 676 320 988), and 1205 Pty Ltd (ACN 669 387 562) (the **New Subsidiaries**) which are the holders of the tenements noted above.

The Company agreed to pay \$70,000 and issue an aggregate of 25,000,000 Shares (**Project Acquisition Shares**) in consideration for the acquisition, with half of the Shares issued on completion and the balance to be issued prior to 30 June 2025. The Project Acquisition Shares are subject to voluntary escrow, with 50% being released on the date that is three months from completion and the remaining 50% being released on the date that is six months from completion.

The Company issued 12,500,000 Project Acquisition Shares on 21 March 2025 using the Company's placement capacity under Listing Rule 7.1. The Company had anticipated that the balance of the Project Acquisition Shares would be issued prior to the general meeting held on 14 May 2025 (**General Meeting**), however this issue was delayed.

The Company anticipates that the remaining 12,500,000 Project Acquisition Shares (**Remaining Project Acquisition Shares**) will be issued prior to the date of this Meeting.

Accordingly, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 12,500,000 Remaining Project Acquisition Shares.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

A summary of Listing Rule 7.4 is set out in the Explanatory Notes to Resolutions 2 and 3 above.

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

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

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

In accordance with the requirements of Listing Rules 7.4 and 7.5 the following information is provided in respect of Resolution 7:

Party	The Remaining Project Acquisition Shares will be issued to the former shareholders of the New Subsidiaries (or their nominees), being Ground Risk Pty Ltd, St Barnabas Investments Pty Ltd, Glen William Goulds, Saphires Holdings Pty Ltd and Critical Minerals Consulting Pty Ltd (the Australian Project Vendors).
Number and Class of Securities issued	12,500,000 Shares will be issued.
Date of issue	The Company has issued the Shares on 12 June 2025.
Price or other Consideration	The Shares will be issued at a nil issue price, in consideration for the acquisition.
Terms	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, subject to the escrow restrictions noted above.
Purpose	The purpose of the issue is to satisfy the Company's obligations under the Term Sheet.
Material terms of agreement	The Shares will be issued under the Term Sheet, a summary of the material terms of which is set out above,
Compliance	The issue will not breach Listing Rule 7.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 7 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Resolution 8 – Approval to issue up to 150,000,000 Future Placement Shares

The Company may seek to undertake a future placement through the issue of up to 150,000,000 Shares (**Future Placement Shares**) to professional and sophisticated investors (the **Future Placement Participants**) to raise further funds to be applied towards continued exploration on the Company's existing assets, the acquisition of new assets, the development of the Company's current business and general working capital (**Future Placement**).

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue the Future Placement Shares.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

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 Company will not be able to proceed with the issue.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 8:

Party/ Allottees	Future Placement Participants – expected to be clients of brokers (Oakley Capital) and not currently identified and will not be related parties (or their associates) of the Company.
Number of Securities to be issued	Up to 150,000,000 Shares.
Material 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 of issue	The Company will not issue any Future Placement Shares 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, Consideration, Purpose	The Shares are proposed to be issued at a price which is not less than a 25% discount to the 10 day VWAP prior to the date of the announcement the Future Placement. For example, if the Company's 10 day VWAP is currently 4.0 cents per Share, the price must be at least 3.0 cents per Share – no more than a 25% discount. The funds raised from the Future Placement may be used for continued exploration on the Company's existing assets (which may include project feasibility studies and ongoing project administration costs), the

	acquisition of new assets (including the expenses associated with such an acquisition), the development of the Company's current business and general working capital.
Material terms of agreement	Participants in the Future Placement will subscribe for Shares in the Company on terms detailed above.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 8 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 8.

The Chair intends to vote all undirected proxies in favour of Resolution 8.

Resolution 9 – Approval to issue S3 Consortium Options

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 12,500,000 RMLOC Options to S3 Consortium Pty Ltd (ACN 135 239 968) (**S3 Consortium**) in part consideration for investor relation services (including online content creation and distribution) to be provided by S3 Consortium over a period of 24 months commencing in June 2025. The Company has also agreed to pay \$300,000 (plus GST) for the provision of these services.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

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 Company will not be able to proceed with the issue. In such circumstances, the Company will be required to renegotiate the fees payable to S3 Consortium, which may require the Company to make additional cash payments.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 9:

Party/ Allottees	S3 Consortium (or its nominees)
Number of Securities to be issued	12,500,000 RMLOC Options.
Material Terms of Securities	The RMLOC Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	The Company expects to issue the RMLOC Options within 5 Business Days of the Meeting. In any event, the Company will not issue any RMLOC 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, Consideration, Purpose	The RMLOC Options will be issued at a nil issue price, in consideration for services provided by S3 Consortium. The purpose of the issue is to satisfy the Company's obligations under the mandate with S3 Consortium.
Material terms of agreement	The RMLOC Options are being issued in accordance with the terms of the mandate with S3 Consortium, a summary of the material terms of which is set out above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 9 and advise that that they intend to vote any Shares that they own or control in favour of Resolution 9.

The Chair intends to vote all undirected proxies in favour of Resolution 9.

Resolution 10 – Approval to issue 25,000,000 Shares and 25,000,000 Options to Oakley Capital

The Company has agreed to pay Oakley Capital a fee of \$325,000 (ex GST) for additional services provided to the Company between 1 January 2025 and 30 June 2025, including corporate advisory, structuring, introductory services, marketing advice, negotiation advice business development and strategic advice, asset transaction advice and consulting services. This fee may be settled either in cash or Securities through the issue of 25,000,000 Shares and 25,000,000 RMLOC Options at the Company's election. The issue of any Securities is subject to the Company obtaining Shareholder approval.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 25,000,000 Shares and 25,000,000 RMLOC Options to Oakley Capital (or its nominees) to provide the Company with flexibility to elect to satisfy the services fees payable to Oakley Capital in Shares. The Company has not yet determined whether this fee will be paid in cash or in Shares.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to elect whether to satisfy the fees owing to Oakley Capital through a cash payment or the issue of Shares. If the Company elects to issue Shares, 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 Company will not be able to proceed with the issue. In such circumstances, the Company will be required to pay a cash fee of \$325,000 (ex GST) to Oakley Capital.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of Resolution 10:

Party/ Allottees	Oakley Capital (or its nominees)
Number of Securities to be issued	25,000,000 Shares and 25,000,000 RMLOC Options.
Material 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. The RMLOC Options will be issued on the terms and conditions set out in Schedule 1.
Date of issue	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, Consideration, Purpose	The Securities will be issued at a nil issue price, in consideration for services provided by Oakley Capital. The purpose of the issue is to satisfy the Company's obligations under the mandate with Oakley Capital.
Material terms of agreement	The material terms of the agreement with Oakley Capital are summarised above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 10 and advise that they intend to vote any Shares that they own or control in favour of Resolution 10.

The Chair intends to vote all undirected proxies in favour of Resolution 10.

Resolution 11 – Adoption of Employee Securities Incentive Plan

This Resolution seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Securities Incentive Plan" (**Plan**) and for the purposes of Listing Rule 7.2 (Exception 13(b)) approval for the issue of a maximum of 120,000,000 Securities under the Plan. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately and this maximum number may never be issued at all.

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

In accordance with the requirements of Listing Rule 7.2 (Exception 13) the following information is provided in respect of Resolution 11:

Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Appendix 2.
Number of Securities previously issued under the Plan	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities that may be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 120,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately and this maximum number may never be issued at all. This number has been set to provide flexibility for the Company to reward employees, contractors and other persons who provide services to the Company with participation under the Plan.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

Board Recommendation: As the Directors have an interest in the outcome of Resolution 11, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 11.

The Chair intends to vote all undirected proxies in favour of Resolution 11.

Glossary

In the Notice of Meeting and Explanatory Notes:

ACST means Australian Central Standard Time.

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

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

Board means the board of Directors of RML.

Business Days has the meaning given in the Listing Rules.

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.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

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

Explanatory Notes means these explanatory notes.

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

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

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 or General Meeting means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited on Friday 25 July 2025 at 9:30am ACST.

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

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

Oakley Capital means Oakley Capital Partners Pty Limited (ACN 663 165 839).

Option or **RMLOC Option** means a quoted option with an exercise price of \$0.018 (1.8 cents) and expiry of 31 July 2028 to acquire Shares in the Company.

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

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

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

Resolution means a resolution referred to in this Notice.

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

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

Appendix 1

Terms of Quoted Options (Options)

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Resolution Minerals Ltd (ACN 617 789 732) (**Company** or **RML**) (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).
- (b) Each Option is exercisable at any time before 5:00pm Australian Central Standard Time (ACST) on 31 July 2028 (**Expiry Date**).

Options not exercised by that time will lapse.
- (c) The exercise price of each Option is 1.8 cents (\$0.018) (**Exercise Price**).
- (d) Applicants will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**). Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company at that time.
- (g) The Company will seek to have the Options admitted to the official list of ASX and the Options will be listed on ASX if approved. If the Company is still admitted to the ASX's official list at the time of exercise, the Company will make application for new Shares allotted on exercise of the Options to be admitted to the official list of entities maintained by ASX.
- (h) Each Option will be freely transferable at any time before the Expiry Date in any manners permitted by the Corporations Act.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
- (j) If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:
 - (i) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (k) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
- (l) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

Appendix 2

Terms and Conditions of the Plan

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time or a contractor or consultant of the Company or an Associated Body Corporate who has been determined by the Board to be eligible to participate in the Plan from time to time..
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Share, Option, Performance Right or other Convertible Security (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 11. The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 120,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately – refer to Resolution 11.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited; (b) where the holder ceases to be an eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group) and the Board exercises its discretion to determine that any unvested Convertible Securities will lapse. (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
Leaver	Where the holder ceases to be an eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group) before a Vesting Condition has been satisfied (other than where the Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group), subject to the Corporations Act and the Listing Rules, all or such other number of the Participant's unvested Convertible Securities (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Convertible Securities lapse
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $S = O * \frac{(MVS - EP)}{MVS}$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise. EP = Exercise Price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
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 each Participant holding Convertible Securities 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.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Notwithstanding any other provision of the Plan, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

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 **9.30am (ACST) on Wednesday, 23 July 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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