



Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)

Notice of Special Meeting

A Special Meeting of the Company will be held as follows:

Time and date: 9:30am (AWST) on Wednesday, 16 April 2025

Location: 3/32 Harrogate St, West Leederville, WA Australia 6007

The Notice of Special Meeting should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6617 4798.

Shareholders are urged to attend or vote by lodging the proxy form or voting instruction form received, based on the instructions provided

Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)
(Company)

Notice of General Meeting

Notice is hereby given that the Special Meeting of Shareholders of Solis Minerals Ltd (**Company**) will be held at 3/32 Harrogate St, West Leederville, WA Australia 6007 on Wednesday, 16 April 2025 at 9:30am (AWST) (**Meeting**).

The Board has fixed 11 March 2025 as the record date (the **Record Date**) for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Explanatory Memorandum / Information Circular.

If you are a registered Shareholder of the Company and are unable to attend the Meeting, in order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, Toronto, Ontario, M5J 2Y1; fax within North America: 1-866- 249-7775; fax outside North America: 1-416- 263-9524, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

If you are a Beneficial Shareholder of the Company and received this Notice of Special Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan, or a nominee of any of the foregoing that holds your securities on your behalf, please complete and return the materials in accordance with the instructions provided.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolutions

Resolution 1 – Ratification of issue of Tranche 1 Placement CDIs

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 13,176,732 Tranche 1 Placement CDIs issued under Listing Rule 7.1; and*
- (b) 8,784,488 Tranche 1 Placement CDIs issued under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Placement Options

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 25,558,824 Placement Options on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Tranche 2 Placement CDIs

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

‘That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 29,156,427 Tranche 2 Placement CDIs on the terms and conditions in the Explanatory Memorandum’

Resolution 4 – Approval to issue Director Placement Securities

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

‘That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,735,296 Director Placement Securities to the following Directors (or their respective nominee/s) as follows:

- (a) up to 1,176,471 Director Placement CDIs and 588,236 Director Placement Options to Christopher Gale (or his nominee/s);*
- (b) up to 294,118 Director Placement CDIs and 147,059 Director Placement Options to Kevin Wilson (or his nominee/s); and*
- (c) up to 352,941 Director Placement CDIs and 176,471 Director Placement Options to Chafika Eddine (or her nominee/s),*

on the terms and conditions in the Explanatory Memorandum.’

Resolution 5 – Approval to issue JLM Options

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 12,632,353 JLM Options to the JLMs (or their respective nominee/s) as follows:

- (a) up to 10,803,308 JLM Options to Euroz Hartleys; and*
- (b) up to 1,829,045 JLM Options to GBA Capital,*

on the terms and conditions in the Explanatory Memorandum.’

Resolution 6 – Approval to issue CEO Performance Rights

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

'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, including TSX Venture Exchange Policy 4.4 – Security Based Compensation, disinterested Shareholders approve the issue of up to 6,000,000 CEO Performance Rights to Mr Mitch Thomas (or his nominee/s) on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 7 – Approval to issue Director Performance Rights

To consider and, if thought fit, to pass with or without amendment, the following each as a separate ordinary resolution:

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 6,800,000 Director Performance Rights to the Directors as follows:

- (a) up to 2,000,000 Director Performance Rights to Christopher Gale;*
- (b) up to 1,600,000 Director Performance Rights to Kevin Wilson;*
- (c) up to 1,600,000 Director Performance Rights to Michael Parker; and*
- (d) up to 1,600,000 Director Performance Rights to Chafika Eddine,*
on the terms and conditions set out in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1(a):** by or on behalf of a person who participated in the issue of the Tranche 1 Placement CDIs, or any of their respective associates, or their nominees;
- (b) **Resolution 1(b):** by or on behalf of a person who participated in the issue of the Tranche 1 Placement CDIs, or any of their respective associates, or their nominees;
- (c) **Resolution 2:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees;
- (d) **Resolution 3:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement CDIs (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees;
- (e) **Resolution 4(a):** by or on behalf of Mr Christopher Gale (or his nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) **Resolution 4(b):** by or on behalf of Mr Kevin Wilson (or his nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (g) **Resolution 4(c):** by or on behalf of Ms Chafika Eddine (or her nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

- (h) **Resolution 5(a):** by or on behalf of Euroz Hartleys Limited (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the JLM Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (i) **Resolution 5(b):** by or on behalf of GBA Capital Pty Ltd (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the JLM Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (j) **Resolution 6:** by or on behalf of Mr Mitch Thomas (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the CEO Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates and affiliates;
- (k) **Resolution 7(a):** by or on behalf of Christopher Gale (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Performance Rights (except as a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (l) **Resolution 7(b):** by or on behalf of Kevin Wilson (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Performance Rights (except as a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (m) **Resolution 7(c):** by or on behalf of Michael Parker (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Performance Rights (except as a benefit solely by reason of being a Shareholder), or any of their respective associates; and
- (n) **Resolution 7(d):** by or on behalf of Chafika Eddine (or his nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Performance Rights (except as a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) 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;
- (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

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

BY ORDER OF THE BOARD



Chris Gale
Non-Executive Chairman

Dated: 13 March 2025

Solis Minerals Ltd
(British Columbia company incorporation number BC0742068)
(ARBN 653 083 026)
(Company)

INFORMATION CIRCULAR
As at 11 March 2025 (unless otherwise stated)

This Information Circular accompanies the Notice of Special Meeting (the “**Notice**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (each, a “**Share**”) in the capital of Solis Minerals Ltd. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the special meeting (the “**Meeting**”) of the Shareholders to be held virtually and in person at 3/32 Harrogate St, West Leederville, WA Australia 6007 9:30am (AWST) on Wednesday, 16 April 2025, or at any adjournment or postponement thereof.

1. Date and Currency

The date of this Information Circular is 11 March 2025. Unless otherwise stated, all amounts herein are in Canadian dollars.

2. SPECIAL VOTING INSTRUCTIONS FOR CDI HOLDERS

A CDI is a CHESS Depositary Interest (“**CDI**”) traded on Australian Securities Exchange (“**ASX**”) and represents an uncertificated unit of beneficial ownership in the common shares of the Company. CDI holders may attend the Meeting; however, they are unable to vote in person at the Meeting. Each CDI holder will be entitled to one vote for every CDI that they hold. In order to have votes cast at the Meeting on their behalf, CDI holders must complete, sign and return the enclosed CDI voting instruction form (the “**CDI Voting Instruction Form**”) in accordance with the instructions below.

CDI Voting Instruction Forms may be lodged in one of the following ways:

Online	Lodge the CDI Voting Instruction Form online at www.investorvote.com.au . To use the online lodgement facility, CDI Holders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the CDI Voting Instruction Form.
By post	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia
By fax	1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Completed CDI Voting Instruction Forms must be provided to Computershare Investor Services Pty Limited no later than 9:30am (AWST) on Friday, 11 April 2025 in accordance with the instructions on that form. The CDI voting deadline is earlier than the date that Proxies are due so that CHESS Depositary Nominees Pty Limited (“**CDN**”) may vote the Shares underlying the applicable CDIs. A CDI holder may revoke a CDI Voting Instruction Form by giving written notice to CDN, or by submitting a new CDI Voting Instruction Form bearing a later date, well in advance of the Meeting.

3. PROXIES AND VOTING RIGHTS

3.1 Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by

the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specially engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

3.2 Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Common Share that such Shareholder holds on the Record Date of 11 March 2025 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY STRIKING OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, Toronto, Ontario, M5J 2Y1; fax within North America: 1-(866)- 249-7775; fax outside North America: 1-(416) 263-9524, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in- fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

3.3 Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

3.4 Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

If no choice is specified in the proxy with respect to a matter to be acted upon, the proxy confers discretionary authority with respect to that matter upon the Designated Persons named in the form of proxy. It is intended that the Designated Persons will vote the Shares represented by the proxy in favour of each matter identified in the proxy AND for the nominees of the Company's board of directors (the "**Board**") for directors and auditor.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

4. ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration

name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of their broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that their broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote their Shares.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

5. NOTICE TO HOLDERS OF CDIS

A CDI is a CHESSE Depositary Interest representing an uncertificated unit of beneficial ownership in the common shares of the Company registered in the name of CHESSE Depositary Nominees Pty Limited ("**CDN**"), a wholly owned subsidiary company of ASX Limited that was created to fulfil the functions of a depositary nominee.

CDN is authorized by its Australian Financial Services Licence to operate custodial and depositary services, other than investor directed portfolio services, to wholesale and retail clients. One CDI represents one underlying Common Share of the Company.

"CHESSE" refers to the Clearing House Electronic Subregister System, which is the electronic system pursuant to which CDIs of the Company trade on the Australian Securities Exchange (the "ASX").

CDI Holders are non-registered or beneficial owners of the underlying common shares, which underlying shares are registered in the name of CDN. As holders of CDIs are not the legal owners of

the underlying common shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDIs.

As a result, CDI Holders can expect to receive a voting instruction form, together with the Meeting Materials from Computershare Investor Services Pty Limited ("**Computershare**"), the CDI Registry in Australia. These voting instruction forms are to be completed by holders of CDIs who wish to vote at the Meeting and returned in accordance with the instructions contained therein.

Completed voting instruction forms must be returned no later than 9:30am (AWST) on Friday, 11 April 2025, excluding Saturdays, Sundays and holidays, prior to the cut-off time for the receipt of proxies before any adjourned or postponed Meeting.

CDN is required to follow the voting instructions properly received from registered holders of CDIs. If you hold your interest in CDIs through a broker, dealer or other intermediary, you will need to follow the instructions of your intermediary.

CDI Holders that wish to change their vote must in sufficient time in advance of the Meeting contact Computershare to arrange to change their vote. If you hold your interest in CDIs through a broker, dealer or other intermediary, you must in sufficient time in advance of the Meeting, arrange for your intermediary to change its vote through Computershare in accordance with the revocation procedure set out above.

6. APPLICATION OF CANADIAN CORPORATE AND SECURITIES LAW AND THE AUSTRALIAN CORPORATIONS ACT

The Company was incorporated under and is regulated by the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. It is an exploration company trading on the TSX Venture Exchange ("**TSX-V**") (under the symbol SLMN), on the ASX (under the symbol SLM), and on the Frankfurt Stock Exchange (under the symbol 08W). The Company is subject to the relevant provisions of the *Business Corporations Act* (British Columbia) ("**BCBCA**"). The Company is registered as a foreign company in Australia pursuant to the *Corporations Act 2001* (Cth) ("**Corporations Act**").

There are no limitations on the acquisition of the Company's securities under the BCBCA or under the Company's Articles or Notice of Articles.

The Company is not subject to Chapters 6, 6A, 6B and 6C of the Corporations Act dealing with the acquisition of its Shares or CDIs (i.e. substantial holdings and takeovers).

7. NOTICE AND ACCESS

The Company is **not** sending the Meeting materials to Shareholders using "notice-and-access", as defined under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

8. VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As of the Record Date, determined by the Board to be the close of business on 11 March 2025, a total of 109,806,103 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10% of the voting rights attached to the outstanding common shares of the Company, other than set out below:

Name of Shareholder	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised	Percentage of Class ⁽¹⁾
Latin Resources Limited ²	13,392,703	12.20
CDS & Co	10,765,182	9.80

(1) Based on 109,806,103 common shares issued and outstanding as of 11 March 2025.

(2) On 4 February 2025, Pilbara Minerals Limited (ASX:PLS) has completed its acquisition of 100% of the shares in Latin Resources Ltd by way of a scheme of arrangement.

Solis Minerals Ltd
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(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 3/32 Harrogate St, West Leederville, WA Australia 6007 on Wednesday, 16 April 2025 at 9:30am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Resolution 1 – Ratification of issue of Tranche 1 Placement CDIs
Section 4	Resolution 2 – Approval to issue Placement Options
Section 5	Resolution 3 – Approval to issue Tranche 2 Placement CDIs
Section 6	Resolution 4 – Approval to issue Director Placement Securities
Section 7	Resolution 5 – Approval to issue JLM Options
Section 8	Resolution 6 – Approval to issue CEO Performance Rights
Section 9	Resolution 7 – Approval to issue Director Performance Rights
Schedule 1	Definitions
Schedule 2	Schedule 2 – Terms and Conditions of Placement Options and Director Placement Options
Schedule 3	Schedule 3 – Terms and Conditions of the JLM Options
Schedule 4	Schedule 4 – Terms and Conditions of the CEO Performance Rights
Schedule 5	Schedule 5 – Terms and Conditions of the Directors Performance Rights

A Proxy Form is made available with this Notice.

2. Voting and attendance information

Shareholders should read this Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Shareholders should read the Information Circular accompanying the Notice carefully before deciding to attend and vote on the Resolutions.

2.1 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.2 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@solisminerals.com.au by 9:30am (AWST) on Friday, 11 April 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Tranche 1 Placement CDIs

3.1 General

On 26 February 2025, the Company announced a capital raising of approximately A\$4.5 million (before costs). The capital raising will comprise the issue of up to 52,941,177 CDIs at an issue price of A\$0.085 per CDI (**Placement CDIs**) together with 1 free-attaching Option for every 2 CDIs subscribed for (**Placement Options**) (**Placement**). In Canada, the term “warrant” is the more commonly used term for the securities called Placement Options in this Explanatory Memorandum.

The Placement is comprised of the following:

- (a) the issue of 21,961,220 Placement CDIs to unrelated parties of the Company (**Tranche 1 Placement CDIs**);
- (b) the issue of up to 29,156,427 Placement CDIs (**Tranche 2 Placement CDIs**) and 25,558,824 Placement Options to unrelated parties of the Company, the subject of Resolution 3 and Resolution 2 respectively; and
- (c) the issue of up to 1,823,530 Placement CDIs and 911,766 Placement Options to Directors, Christopher Gale, Kevin Wilson and Chafika Eddine (**Placement Participating Directors**) (or their respective nominee/s), the subject of Resolution 4(a) to (c) (inclusive) (**Director Placement Securities**),

(collectively, the **Placement**).

Euroz Hartleys Limited and GBA Capital Pty Ltd acted as Joint Lead Managers to the Placement (**Joint Lead Managers** or **JLMs**).

On 6 March 2025, the Company issued the Tranche 1 Placement CDIs as follows:

- (a) 13,176,732 Tranche 1 Placement CDIs using the Company’s available placement capacity under Listing Rule 7.1, the subject of Resolution 1(a); and
- (b) 8,784,488 Tranche 1 Placement CDIs using the Company’s available placement capacity under Listing Rule 7.1A, the subject of Resolution 1(b).

Resolution 1(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement CDIs.

3.2 Listing Rules 7.1, 7.1A and 7.4

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.

Under Listing Rule 7.1A, an eligible entity can seek approval from its shareholders, 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 2024 annual general meeting.

The issue of the Tranche 1 Placement CDIs does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company’s 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A. This reduces the Company’s capacity to issue further Equity

Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Tranche 1 Placement CDIs.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 13,176,732 Tranche 1 Placement CDIs will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(a) is not passed, 13,176,732 Tranche 1 Placement CDIs will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 13,176,732 Equity Securities for the 12-month period following the issue of those Placement Shares.

If Resolution 1(b) is passed, 8,784,488 Tranche 1 Placement CDIs will be excluded in calculating the Company's additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1(b) is not passed, 8,784,488 Tranche 1 Placement CDIs will continue to be included in the Company's additional 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 8,784,488 Equity Securities for the 12-month period following the issue of those Placement Shares (and assuming the Company's approval under Listing Rule 7.1A remains in force for this period).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the Tranche 1 Placement CDIs were agreed to be issued.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement CDIs:

- (a) The Tranche 1 Placement CDIs were issued to sophisticated and professional investors, none of whom is a related party or a Material Investor of the Company.

The Placement Participants were identified through a bookbuild process, which involved the Company and the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company.

- (b) A total of 21,961,220 Tranche 1 Placement CDIs were issued under Listing Rules 7.1 and 7.1A as follows:
 - (i) 13,176,732 Tranche 1 Placement CDIs issued under Listing Rule 7.1; and
 - (ii) 8,784,488 Tranche 1 Placement CDIs issued under Listing Rule 7.1A.

- (c) The Tranche 1 Placement CDIs are fully paid and rank equally in all respects with the Company's existing CDIs on issue.
- (d) The Tranche 1 Placement CDIs were issued on 6 March 2025 at A\$0.085 each.
- (e) The proceeds from the Placement have been or are intended to be used to fund:
 - (i) ongoing work across the Company's copper portfolio in the Southern Coastal Belt of Peru, including
 - (A) drilling at Ilo Este and Chancho Al Palo copper targets;
 - (B) geochemical, geophysical and permitting work at the Cinto project;
 - (C) regional exploration to work up to drill targets at the Company's other projects, including the Chocolate and Canyon projects; and
 - (ii) general working capital purposes.
- (f) There are no other material terms to the agreement for the issue of the Tranche 1 Placement CDIs.
- (g) A voting exclusion statement is included in this Notice.

3.4 Additional information

Resolution 1(a) and (b) are separate ordinary resolutions and are not inter-conditional.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

4. Resolution 2 – Approval to issue Placement Options

4.1 General

A summary of the Placement is in Section 3.1 above.

As set out at Section 3.1, the Company is proposing to issue 25,558,824 Placement Options to the Placement participants (excluding those Placement Options the subject of Resolution 4), on the basis of one free-attaching Placement Option for every two Placement CDIs subscribed for and issued. The Placement Options will be issued as free-attaching Options on the terms and conditions set out in Schedule 2.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Placement Options to the Placement participants.

4.2 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is in Section 3.2 above.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Options:

- (a) The Placement Options will be issued to the Placement participants, none of whom is a related party or a Material Investor of the Company.

The Placement participants were identified through a bookbuild process, which involved the Company and the Joint Lead Managers seeking expressions of interest to participate in the Placement from new and existing contacts of the Company.
- (b) The maximum number of Placement Options to be issued is 25,558,824.
- (c) The Placement Options are exercisable at \$0.16 and will expire on 5:00pm (AWST) on the date that is two (2) years from the date of issue and are otherwise subject to the terms and conditions set out in Schedule 2.
- (d) The Placement Options will be issued no later than three (3) months after the date of the Meeting.
- (e) As the Placement Options are free attaching Options issued for every Placement CDI subscribed for under the Placement, the Company will not receive any consideration for the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used towards exploration activities general working capital purposes.
- (f) The purpose of the Placement was to raise approximately A\$4.5 million (before costs) and the Company intends to apply the funds raised from the issue in the manner set out at Section 3.3(e).

- (g) The Placement Options are not being issued under an agreement.
- (h) The Placement Options are not being issued under, or to fund, a reverse takeover.
- (i) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Approval to issue Tranche 2 Placement CDIs

5.1 General

The background to the Placement is set out in Section 3.1 above.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 29,156,427 Tranche 2 Placement CDIs.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The issue of the Tranche 2 Placement CDIs does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement CDIs.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and, accordingly, will not raise approximately A\$2.63 million (before costs) through the issue of these Tranche 2 Placement CDIs.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Placement CDIs:

- (a) The Tranche 2 Placement CDIs will be issued to the Placement participants who provided commitments to participate in Tranche 2 of the Placement (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Company and JLMs seeking expressions of interest to participate in the Placement from existing contacts of the Company and JLMs. None of the Tranche 2 Placement Participants are a related party or a Material Investor of the Company.
- (b) A maximum of 29,156,427 Tranche 2 Placement CDIs will be issued.
- (c) The Tranche 2 Placement CDIs are fully paid and will rank equally in all respects with the Company's existing CDIs on issue.
- (d) The Tranche 2 Placement CDIs will be issued no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement CDIs will be issued at a price of \$0.085 each.

- (f) A summary of the intended use of funds raised from the Placement is in Section 3.3(e) above.
- (g) There are no other material terms to the agreement for the subscription of Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

5.4 Additional information

Resolution 3 is an ordinary Resolution.

The Board recommends Shareholders vote in favour of Resolution 3.

6. Resolution 4 – Approval to issue Director Placement Securities

6.1 General

A summary of the Placement is in Section 3.1 above.

The Company has received firm commitments from the Placement Participating Directors to raise A\$155,000 (before costs) under the Placement through the issue of 1,823,530 Director Placement CDIs at an issue price of A\$0.085, together with 911,766 free attaching Director Placement Options, subject to Shareholder approval, in the following proportions:

Director	Amount committed to the Placement (A\$)	Director Placement CDIs	Director Placement Options
Christopher Gale	100,000	1,176,471	588,236
Kevin Wilson	25,000	294,118	147,059
Chafika Eddine	30,000	352,941	176,471
Total	155,000	1,823,530	911,766

Resolution 4(a) to (c) seek shareholder approval pursuant to Listing Rule 10.11 for the issue of:

- (a) 1,176,471 Director Placement CDIs and 588,236 Director Placement Options to Christopher Gale (or his nominees);
- (b) 294,118 Director Placement CDIs and 147,059 Director Placement Options to Kevin Wilson (or his nominees); and
- (c) 352,941 Director Placement CDIs and 176,471 Director Placement Options to Chafika Eddine (or her nominees).

6.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.1.3);
- (d) an associate of a person referred to in Listing Rules 10.1.1 to 10.1.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.1.5).

Each of the Placement Participating Directors are related parties of the Company by virtue of being Directors.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities to the Placement Participating Directors (or their respective nominees) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4(a) to (c) will be to allow the Company to issue the Director Placement Securities in accordance with the Director Placement, raising up to A\$155,000 (before costs) for the Company.

If Resolution 4(a) is passed, the Company will be able to proceed with the issue of 1,176,471 Director Placement CDIs and 588,236 Director Placement Options to Mr Christopher Gale (or his nominees), and will receive the \$100,000 committed by Mr Gale under the Placement.

If Resolution 4(a) is not passed, the Company will not be able to proceed with the issue of 1,176,471 Director Placement CDIs and 588,236 Director Placement Options to Mr Christopher Gale (or his nominees), and will not receive the \$100,000 committed by Mr Gale under the Placement.

If Resolution 4(b) is passed, the Company will be able to proceed with the issue of 294,118 Director Placement CDIs and 147,059 Director Placement Options to Mr Kevin Wilson (or his nominees), and will receive the \$25,000 committed by Mr Wilson under the Placement.

If Resolution 4(b) is not passed, the Company will not be able to proceed with the issue of 294,118 Director Placement CDIs and 147,059 Director Placement Options to Mr Kevin Wilson (or his nominees), and will not receive the \$25,000 committed by Mr Wilson under the Placement.

If Resolution 4(c) is passed, the Company will be able to proceed with the issue of 352,941 Director Placement CDIs and 176,471 Director Placement Options to Ms Chafika Eddine (or her nominees), and will receive the \$30,000 committed by Ms Eddine under the Placement.

If Resolution 4(c) is not passed, the Company will not be able to proceed with the issue of 352,941 Director Placement CDIs and 176,471 Director Placement Options to Ms Chafika Eddine (or her nominees), and will not receive the \$30,000 committed by Ms Eddine under the Placement.

6.3 Specific Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

- (a) The Director Placement Securities will be issued to the Placement Participating Directors (and/or their respective nominees) in the proportions set out in Section 6.1 above.
- (b) The Placement Participating Directors each fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Director of the Company. In the event the Director Placement Securities are issued to a nominee of a Placement Participating Director, that nominee will fall within the category stipulated in Listing Rule 10.11.4.

- (c) A maximum of 1,823,530 Director Placement CDIs and 911,766 Director Placement Options will be issued to the Placement Participating Directors (or their respective nominees) in the proportions set out in Section 6.1 above.
- (d) The Director Placement CDIs will be fully paid and rank equally in all respects with the Company's existing CDIs on issue.
- (e) The Director Placement Options will be exercisable at \$0.16 each on or before the date 2 years after the date of issue and will otherwise be subject to the terms and conditions in Schedule 2.
- (f) The Director Placement Securities will be issued no later than one month after the date of the Meeting.
- (g) The Director Placement CDIs will be issued at a price of \$0.085 each, being the same issue price as the Placement Shares and will raise approximately \$155,000 (before costs).
- (h) The Placement Options will be issued as free-attaching Options to the Director Placement CDIs. Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used towards exploration activities and general working capital purposes.
- (i) A summary of the intended use of funds raised from the Placement is in Section 3.3(e) above. No additional funds will be raised by the issue of the Director Placement Options.
- (j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise the Placement Participating Directors.
- (k) The Director Placement Securities will not be issued pursuant to an agreement.
- (l) A voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 4(a) to (c) (inclusive) are each separate ordinary Resolutions.

The Board declines to make a recommendation in relation to Resolution 4(a) to (c) (inclusive) due to the personal interests of the Directors in the outcome of these Resolutions.

7. Resolution 5 – Approval to issue JLM Options

7.1 General

A summary of the Placement is in Section 3.1 above.

The Company engaged Euroz Hartleys Limited (**Euroz Hartleys**) and GBA Capital Pty Ltd (**GBA Capital**) (together, the **JLMs** or **Joint Lead Managers**) pursuant to a mandate to act as joint lead managers, brokers and bookrunners to the Placement (**JLM Mandate**).

As partial consideration for the provision of services by the JLMs, the Company agreed to issue:

- (a) 10,803,308 Options to Euroz Hartleys (or its nominee/s); and
 - (b) 1,829,045 Options to GBA Capital (or its nominee/s),
- (together, the **JLM Options**).

The JLM Options will be exercisable at \$0.1487 each with an expiry date 3 years from the issue date. In Canada, the term “broker warrant” is the more commonly used term for the securities called JLM Options in this Explanatory Memorandum.

Resolution 5(a) seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the JLM Options to Euroz Hartleys (or its nominee/s).

Resolution 5(b) seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of JLM Options to GBA Capital (or its nominee/s).

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The issue of JLM Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

If Resolution 5(a) is passed, the Company will be able to proceed with the issue of the JLM Options to Euroz Hartleys (or its nominees/s). In addition, the issue of the JLM Options to Euroz Hartleys (or its nominees) will be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5(a) is not passed, the Company will not be able to issue the JLM Options to Euroz Hartleys (or its nominees/s) and the Company may be required to re-negotiate payment terms under the JLM Mandate which may require the Company to pay Euroz Hartleys additional cash fees.

If Resolution 5(b) is passed, the Company will be able to proceed with the issue of the JLM Options to GBA Capital (or its nominees/s). In addition, the issue of the JLM Options to GBA Capital (or its nominees) will be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5(b) is not passed, the Company will not be able to issue the JLM Options to GBA Capital (or its nominees/s) and the Company may be required to re-negotiate payment terms under the JLM Mandate which may require the Company to pay GBA Capital additional cash fees.

7.3 Summary of JLM Mandate

The Company entered into a mandate with the Joint Lead Managers for the provision of joint lead managerial and bookrunner services in respect of the Placement.

Under the JLM Mandate, the Company agreed to pay the Joint Lead Managers the following:

- (a) a capital raising fee of 6% of the gross proceeds raised under the Placement;
- (b) upon raising at least A\$3 million under the Placement, a monthly advisory fee of A\$6,000 per month; and
- (c) the JLM Options

The JLM Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

7.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the JLM Options:

- (a) The JLM Options will be issued to Euroz Hartleys and GBA Capital (or their respective nominees), in the manner set out in Section 7.1 above, neither of which is a related party of the Company.
- (b) A total of 12,632,353 JLM Options will be issued to the JLMs (and/or their respective nominees).
- (c) The JLM Options will be exercisable at \$0.1487 each on or before the date 3 years after the date of issue and will otherwise be subject to the terms and conditions in Schedule 3. The JLM Options will have an issue price of \$0.00001 each.
- (d) The JLM Options will be issued no later than 3 months after the date of the Meeting.
- (e) The JLM Options are being issued as partial consideration for lead managerial and bookrunner services provided in connection with the Placement pursuant to the JLM Mandate. Accordingly, only nominal funds will be raised as a result of the issue of the JLM Options, which will be used towards exploration activities and general working capital purposes.
- (f) A summary of the material terms of the JLM Mandate is in Section 7.3 above.
- (g) A voting exclusion statement is included in the Notice.

7.5 Additional Information

Resolution 5(a) and (b) are each separate ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolution 5(a) and (b).

8. Resolution 6 – Approval to issue CEO Performance Rights

8.1 General

As announced by the Company on 12 February 2025, the Company is proposing to issue up to 6,000,000 Performance Rights (**CEO Performance Rights**) to incoming Chief Executive Officer (**CEO**) Mitch Thomas (or his nominee/s) pursuant to his executive services agreement (**CEO ESA**), subject to obtaining Shareholder approval.

The CEO Performance Rights will be issued in the following five tranches:

Tranche	Number of CEO Performance Rights	Vesting Conditions	Expiry Date
Tranche 1	500,000	12 months of continuous service.	3 years from the date of issue.
Tranche 2	500,000	Drilling programme completed in Peru of at least 5,000m within 12 months from the date of the commencement of the CEO's employment with the Company.	3 years from the date of issue.
Tranche 3	1,000,000	Announcement of maiden resource reported in accordance with the JORC Code in a category of inferred confidence or greater, of no less than 125,000 tonnes at a copper Equivalent grade of at least 0.4% within 24 months from the date of issue.	3 years from the date of issue.
Tranche 4	1,000,000	24 months of continuous service and a Total Shareholder Return of greater than 20% per annum from the date of issue.	3 years from the date of issue.
Tranche 5	3,000,000	The Company obtaining a market capitalisation of at least A\$100m within 24 months from the date of issue.	3 years from the date of issue.

The Company announced the appointment of Mr Thomas as CEO on 12 February 2025. The proposed issue of the CEO Performance Rights seeks to further align the efforts of Mr Thomas, as CEO, in seeking to achieve development milestones at the Company's projects and in the creation of Shareholder value. In addition, the Board believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves, and it is important to offer the CEO Performance Rights to continue to attract and maintain highly experienced and qualified management in a competitive market. The CEO Performance Rights will be issued outside of the Company's omnibus equity compensation plan. The Company presently has an omnibus equity compensation plan that authorizes for issuance up to 14,132,688 common shares thereunder. The Company received TSX Venture Exchange approval for such plan on August 24, 2023.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 and TSX Venture Exchange Policy 4.4 – *Security Based Compensation (TSXV Policy 4.4)* for the issue of the CEO Performance Rights to Mr Thomas (or his nominee/s).

8.2 Listing Rule 7.1 and TSXV Policy 4.4

A summary of Listing Rule 7.1 is in Section 3.2 above.

The issue of the CEO Performance Rights does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

TSXV Policy 4.4 requires disinterested shareholder approval for the grant of equity compensation outside of a securities based equity compensation plan. The voting exclusion statement is included in the Agenda of this Notice, and such voting exclusion by Mr Thomas and parties related to him is consistent with disinterested shareholder approval under TSXV Policy 4.4. The CEO Performance Rights are being issued outside of the Company's omnibus equity compensation plan because by issuing the securities pursuant a Listing Rule 7.1 approval, the Company is able to preserve its capacity to issue securities under Listing Rule 7.2, exception 13 utilising the Company's omnibus equity compensation plan. The Company has received conditional approval from the TSXV, subject to receipt of disinterested shareholder approval as set out in this Resolution 6, to proceed with the issue of the CEO Performance Rights.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the CEO Performance Rights to Mr Thomas (or his nominees/s). In addition, the issue of the CEO Performance Rights to Mr Thomas (or his nominees/s) will be excluded from the calculation of the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to issue the CEO Performance Rights to Mr Thomas (or his nominees/s) and the Company may have to consider alternative commercial means to incentivise Mr Thomas.

8.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) The CEO Performance Rights will be issued to Mr Mitch Thomas (or his nominee/s).
- (b) The maximum number of CEO Performance Rights to be issued is 6,000,000.
- (c) The CEO Performance Rights will be issued no later than 3 months after the date of the Meeting.
- (d) The CEO Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to the remuneration package of Mr Thomas. Accordingly, the Company will not receive any funds from the issue.
- (e) The purpose of the issue of the CEO Performance Rights is to further align the financial interest of Mr Thomas as CEO with those of Shareholders whilst also providing an incentive to focus on achievement of the Company's strategic objectives that create Shareholder value.
- (f) The CEO Performance Rights will be issued on the terms and conditions set out in Schedule 4.

- (g) The CEO Performance Rights are being issued under the CEO ESA, the material terms of which are summarised in the Company's announcement dated 12 February 2025.
- (h) A voting exclusion statement is included in the Agenda of this Notice.

8.4 Additional information

Resolution 6 is an ordinary resolution (of disinterested shareholders – for TSX Venture Exchange purposes).

The Board recommends that Shareholders vote in favour of Resolution 6.

9. Resolution 7 – Approval to issue Director Performance Rights

9.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 6,800,000 Performance Rights to the Directors (or their respective nominees) as follows:

- (a) up to 2,000,000 Performance Rights to Christopher Gale;
- (b) up to 1,600,000 Performance Rights to Kevin Wilson;
- (c) up to 1,600,000 Performance Rights to Michael Parker; and
- (d) up to 1,600,000 Performance Rights to Chafika Eddine,

(together, the **Director Performance Rights**).

The Director Performance Rights issued to each of the Directors (or their respective nominees) will be issued in the following three tranches:

Tranche	No. of Director Performance Rights	Vesting Condition	Expiry Date
Tranche 1	1,700,000	Performance Rights will vest upon the Company achieving a volume weighted average price of Shares over 20 consecutive trading days (20-Day VWAP) of at least \$0.20.	3 years from the date of issue.
Tranche 2	2,200,000	Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least \$0.35.	3 years from the date of issue.
Tranche 3	2,900,000	Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least \$0.50.	3 years from the date of issue.

The proposed issue of the Director Performance Rights seeks to further align the efforts of the Directors in seeking to achieve development milestones at the Company's projects and in the creation of Shareholder value. In addition, the Board believes that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves, and it is important to offer the Director Performance Rights to continue to attract and maintain highly experienced and qualified management in a competitive market. The Director Performance Rights will be issued outside of the Company's omnibus equity compensation plan.

Resolution 7(a) to (d) (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Performance Rights to the Directors (or their respective nominees).

9.2 Listing Rule 10.11 and TSXV Policy 4.4

A summary of Listing Rule 10.11 is in Section 6.2 above.

Each of the Directors are related parties of the Company by virtue of being Directors.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Performance Rights to the Directors (or their respective nominees) will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

TSXV Policy 4.4 requires disinterested shareholder approval for the grant of equity compensation outside of a securities based equity compensation plan. The voting exclusion statement is included in the Agenda of this Notice, and such voting exclusion by the Directors and parties related to them is consistent with disinterested shareholder approval under TSXV Policy 4.4. The Director Performance Rights are being issued outside of the Company's omnibus equity compensation plan because by issuing the securities pursuant a Listing Rule 10.11 approval, the Company is able to preserve its capacity to issue securities under Listing Rule 7.2, exception 13 utilising the Company's omnibus equity compensation plan. The Company has received conditional approval from the TSXV, subject to receipt of disinterested shareholder approval as set out in this Resolutions 7(a) to (d) (inclusive), to proceed with the issue of the Directors Performance Rights.

The effect of Shareholders passing Resolution 7(a) to (d) (inclusive) will be to allow the Company to issue the Director Performance Rights to the Directors (or their respective nominees).

If Resolution 7(a) to (d) (inclusive) is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights, and the Company will have to consider alternative commercial means to incentivise the Directors.

9.3 Specific Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposes issue of the Director Performance Rights:

- (a) The Director Performance Rights will be issued to the Directors (and/or their respective nominees) in the proportions set out in Section 9.1 above.
- (b) The Directors each fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Director of the Company. In the event the Director Performance Rights are issued to a nominee of a Director, that nominee will fall within the category stipulated in Listing Rule 10.11.4.
- (c) A maximum of 6,800,000 Director Performance Rights will be issued to the Directors (or their respective nominees) in the proportions set out in Section 9.1 above.
- (d) The Director Performance Rights will be issued on the terms and conditions set out in Schedule 5.
- (e) The Director Placement Securities will be issued no later than one month after the date of the Meeting.
- (f) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to the remuneration package of the Directors. Accordingly, the Company will not receive any funds from the issue.
- (g) The current remuneration package of each Director as at the date of this Notice is as follows:

Director	Current remuneration
Christopher Gale	CAD\$70,285
Kevin Wilson	CAD\$60,000
Michael Parker	CAD\$60,000
Chafika Eddine	CAD\$60,000

- (h) The purpose of the issue of Director Performance Rights is to further align the financial interest of the Directors with those of Shareholders whilst also providing an incentive to focus on achievement of the Company's strategic objectives that create Shareholder value.
- (i) The Director Performance Rights will not be issued pursuant to an agreement.
- (j) A voting exclusion statement is included in the Notice.

9.4 Additional information

Resolution 7(a) to (d) (inclusive) are each an ordinary Resolution.

The Board declines to make a recommendation in respect of Resolution 7(a) to (d) (inclusive).

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
ARBN	means Australian registered body number.
Articles	means the articles of the Company, under the BCBCA.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
BCBCA	means the <i>Business Corporations Act</i> (British Columbia), under which the Company was incorporated and is governed.
Board	means the board of Directors.
CDIs	means CHESS depository interests.
CDN	means CHESS Depository Nominees Pty Limited.
CEO	means Chief Executive Officer.
CEO ESA	has the meaning given in Section 8.1.
CEO Performance Rights	means the up to 6,000,000 Performance Rights to be issued to Mr Mitch Thomas (or his nominee/s), subject to Shareholder approval pursuant to Resolution 6.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Solis Minerals Ltd. (British Columbia company incorporation number BC0742068) (ARBN 653 083 026).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director Performance Rights	has the meaning given in Section 9.1.
Director Placement CDIs	means the 1,823,530 CDIs to be issued to the Placement Participating Directors, subject to Shareholder approval pursuant to Resolution 4(a) to (c) (inclusive).
Director Placement Options	means the 911,766 Options to be issued to the Placement Participating Directors, subject to Shareholder approval pursuant to Resolution 4(a) to (c) (inclusive).
Director Placement Securities	means the Director Placement CDIs and Director Placement Options collectively.
Equity Security	has the same meaning as in the Listing Rules.

Equivalent	means a metal equivalent reported in accordance with clause 50 of the JORC Code.
Euroz Hartleys	means Euroz Hartleys Limited (ACN 104 195 057).
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
GBA Capital	means GBA Capital Pty Ltd (ACN 643 039 123).
Information Circular	means the information circular which forms part of the Notice.
JLM Mandate	has the meaning given in Section 7.1.
JLM Options	means the 12,632,353 Options to be issued to the Joint Lead Managers, the subject of Resolution 5(a) and (b).
Joint Lead Managers or JLMs	means Euroz Hartleys and GBA Capital collectively.
JORC Code	means the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, as may be updated from time to time.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of special meeting.
Option	means an option to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement	has the meaning given in Section 3.1.
Placement CDIs	means the 52,941,177 CDIs issued, or to be issued, under the Placement.
Placement Options	has the meaning given in Section 3.1.
Placement Participating Directors	means Directors Christopher Gale, Kevin Wilson and Chafika Eddine.

Proxy Form	means the proxy form attached to the Notice.
Record Date	means 11 March 2025 being the record date for the determination of Shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company (provided that a reference to a “Share” may also be construed as a reference to a CDI, with each such CDI representing one Share).
Shareholder	means the holder of a Share.
Total Shareholder Return	means $\frac{((CP - IP) + D)}{IP}$
	Where:
	• “CP” means the current price of the Shares; • “IP” means the closing price of the Shares on the relevant date of issue; and • “D” refers to any dividends issued over the relevant period.
Tranche 1 Placement CDIs	means the 21,961,220 CDIs issued by the Company on 6 March 2025, the subject of Resolution 1(a) and (b).
Tranche 2 Placement CDIs	means the 29,156,427 CDIs proposed to be issued by the Company, subject to Shareholder approval sought pursuant to Resolution 3.
Tranche 2 Placement Participants	has the meaning given in Section 5.3(a).
WST or AWST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – Terms and Conditions of Placement Options and Director Placement Options

A summary of the terms and conditions of the Placement Options and Director Placement Options (in this Schedule, collectively the **Options**) are set out below:

1. **(Entitlement)**: Each Option entitles the holder on conversion in accordance with its terms to the issue of one fully paid common share in the capital of the Company (**Share**). Provided that a reference to a “Share” may also be construed as a reference to a CHESS Depositary Interest (**CDI**), with each such CDI representing one Share.
2. **(Exercise Price)**: The Options have an exercise price of A\$0.16 each (**Exercise Price**).
3. **(Expiry Date)**: The Options expire at 5:00pm (Perth time) on the date that is two (2) years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically expire on the Expiry Date.
4. **(Exercise Period)**: Each Option is exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability)**: The Options are not transferable.
7. **(Notice of Exercise)**: Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 9:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required and subject to paragraph 9, give the ASX a notice that complies with section 708A(5)(e) of the Corporations Act;
 - (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 Options; and
 - (d) issue a substitute certificate in respect of the remaining Options (if applicable).
9. **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph 8(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded (whether on ASX or any other securities exchange) and will be subject to a holding lock 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.

10. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the common shares of the Company.
11. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed pursuant to a compromise or arrangement with shareholders, creditors or other persons or an amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity, all rights of an Option holder are to be changed in a manner consistent with the BCBCA, the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSX Venture Exchange (**TSX-V**), at the time of the reconstruction.
12. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
13. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
14. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Option holder will be varied in accordance with the BCBCA, the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSX-V, at the time of the reorganisation.
16. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of securities to the holders of Shares in the Company (other than a bonus issue).
17. **(Voting rights):** The Options do not confer any right to vote at meetings of shareholders of the Company, except as required by law, during the currency of the Options without first exercising the Options.

Schedule 3 – Terms and Conditions of the JLM Options

A summary of the terms and conditions of the JLM Options (in this Schedule, the **Options**) are set out below:

1. **(Entitlement)**: Each Option entitles the holder on conversion in accordance with its terms to the issue of one fully paid common share in the capital of the Company (**Share**). Provided that a reference to a “Share” may also be construed as a reference to a CHESS Depositary Interest (**CDI**), with each such CDI representing one Share.
2. **(Exercise Price)**: The Options have an exercise price of A\$0.1487 each (**Exercise Price**).
3. **(Expiry Date)**: The Options expire at 5:00pm (Perth time) on the date that is three (3) years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically expire on the Expiry Date.
4. **(Exercise Period)**: Each Option is exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
6. **(Transferability)**: The Options are not transferable.
7. **(Notice of Exercise)**: Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 9:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required and subject to paragraph 9, give the ASX a notice that complies with section 708A(5)(e) of the Corporations Act;
 - (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 Options; and
 - (d) issue a substitute certificate in respect of the remaining Options (if applicable).
9. **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph 8(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded (whether on ASX or any other securities exchange) and will be subject to a holding lock 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.
10. **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the common shares of the Company.

11. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed pursuant to a compromise or arrangement with shareholders, creditors or other persons or an amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity, all rights of an Option holder are to be changed in a manner consistent with the BCBCA, the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSX Venture Exchange (**TSX-V**), at the time of the reconstruction.
12. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
13. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
14. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
15. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Option holder will be varied in accordance with the BCBCA, the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSX-V, at the time of the reorganisation.
16. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of securities to the holders of Shares in the Company (other than a bonus issue).
17. **(Voting rights):** The Options do not confer any right to vote at meetings of shareholders of the Company, except as required by law, during the currency of the Options without first exercising the Options.

Schedule 4 – Terms and Conditions of the CEO Performance Rights

A summary of the terms and conditions of the CEO Performance Rights (in this Schedule, the **Performance Rights**) are set out below:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid common share in the capital of the Company (**Share**). Provided that a reference to a “Share” may also be construed as a reference to a CHESS Depositary Interest (**CDI**), with each such CDI representing one Share.
2. **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions)**: Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	Number of CEO Performance Rights	Vesting Conditions	Expiry Date
Tranche 1	500,000	12 months of continuous service.	3 years from the date of issue.
Tranche 2	500,000	Drilling programme completed in Peru of at least 5,000m within 12 months from the date of the commencement of the CEO's employment with the Company.	3 years from the date of issue.
Tranche 3	1,000,000	Announcement of maiden resource reported in accordance with the JORC Code in a category of inferred confidence or greater, of no less than 125,000 tonnes at a copper Equivalent grade of at least 0.4% within 24 months from the date of issue.	3 years from the date of issue.
Tranche 4	1,000,000	24 months of continuous service and a Total Shareholder Return of greater than 20% per annum from the date of issue.	3 years from the date of issue.
Tranche 5	3,000,000	The Company obtaining a market capitalisation of at least A\$100m within 24 months from the date of issue.	3 years from the date of issue.

4. **(Vesting)**: Subject to the satisfaction of the Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.
5. **(Expiry Date)**: The Performance Rights will expire and lapse on the first to occur of the following:
 - (a) the Vesting Condition becoming incapable of satisfaction;

- (b) the Holder ceasing to be employed by the Company prior to the Vesting Condition being satisfied; and
- (c) 5:00pm (Vancouver time) on the date which is 3 years after the date of issue of the Performance Rights,

(Expiry Date).

6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the Holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The Holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute Certificate for any remaining unexercised Performance Rights held by the Holder;
 - (c) if required, and subject to paragraph 8, give the Australian Securities Exchange (**ASX**) a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
 - (d) all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights 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. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
13. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Performance Rights holder will be varied in accordance with the BCBCA, the Listing Rules of

the ASX and, if applicable the *Corporate Finance Policies* of the TSX-V, at the time of the reorganisation.

15. **(Entitlements and bonus issues):** The Holder will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues (meaning a pro rata issue of securities to Shareholders for which no consideration is payable by them) and entitlement issues.
16. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
18. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
19. **(Amendments required by ASX or TSX-V):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX or TSX-V, as the case may be, regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
20. **(Articles):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Articles.

Schedule 5 – Terms and Conditions of the Directors Performance Rights

A summary of the terms and conditions of the Director Performance Rights (in this Schedule, the **Performance Rights**) are set out below:

1. **(Entitlement)**: Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid common share in the capital of the Company (**Share**).
2. **(Issue Price)**: The Performance Rights are issued for nil cash consideration.
3. **(Vesting Conditions)**: Subject to the terms and conditions set out below, the Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	Number of Performance Rights	Vesting Conditions	Expiry Date
Tranche 1	1,700,000	Performance Rights will vest upon the Company achieving a volume weighted average price of Shares over 20 consecutive trading days (20-Day VWAP) of at least \$0.20.	3 years from the date of issue.
Tranche 2	2,200,000	Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least \$0.35.	3 years from the date of issue.
Tranche 3	2,900,000	Performance Rights will vest upon the Company achieving a 20-Day VWAP of at least \$0.50.	3 years from the date of issue.

4. Holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the relevant Vesting Condition has been satisfied.
5. **(Expiry Date)**: The Performance Rights will expire and lapse on the first to occur of the following:
 - (e) the Vesting Condition becoming incapable of satisfaction;
 - (f) the Holder ceasing to be employed by the Company prior to the Vesting Condition being satisfied; and
 - (g) 5:00pm (Vancouver time) on the date which is 3 years after the date of issue of the Performance Rights,**(Expiry Date)**.
6. **(Exercise)**: At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the Holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary. The Holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares)**: As soon as practicable after the valid exercise of a vested Performance Right, the Company will:
 - (h) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;

- (i) issue a substitute Certificate for any remaining unexercised Performance Rights held by the Holder;
 - (j) if required, and subject to paragraph 8, give the Australian Securities Exchange (**ASX**) a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
 - (k) all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights 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. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
 9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
 10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
 11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
 12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
 13. **(Quotation of the Performance Rights)** The Company will not apply for quotation of the Performance Rights on any securities exchange.
 14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Performance Rights holder will be varied in accordance with the BCBCA, the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSX-V, at the time of the reorganisation.
 15. **(Entitlements and bonus issues):** The Holder will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues (meaning a pro rata issue of securities to Shareholders for which no consideration is payable by them) and entitlement issues.
 16. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
 17. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
 18. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
 19. **(Amendments required by ASX or TSX-V):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing

Rules, or any directions of ASX or TSX-V, as the case may be, regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

20. **(Articles):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Articles.



Solis Minerals Ltd.
ARBN 653 083 026

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:30am (AWST) on Friday, 11 April 2025.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 11 March 2025 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 184791

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

CDI Voting Instruction Form

Please mark **X** to indicate your directions

Step 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Solis Minerals Ltd. hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of Solis Minerals Ltd. to be held at Unit 3, 32 Harrogate Street, West Leederville WA 6007 on Wednesday, 16 April 2025 at 9:30 am (AWST) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Step 2 Items of Business

Resolution 1(a) - Ratification of issue of Tranche 1 Placement CDIs issued under the Listing Rule 7.1

To consider and, if thought fit, to pass with or without amendment, an ordinary resolution ratifying and approving the issue of 13,176,732 Tranche 1 Placement CDIs

Resolution 1(b) - Ratification of issue of Tranche 1 Placement CDIs issued under the Listing Rule 7.1A

To consider and, if thought fit, to pass with or without amendment, an ordinary resolution ratifying and approving the issue of 8,784,488 Tranche 1 Placement CDIs

Resolution 2 - Approval to issue Placement Options

That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 25,558,824 Placement Options

Resolution 3 - Approval to issue Tranche 2 Placement CDIs

That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 29,156,427 Tranche 2 Placement CDIs

Resolution 4(a) - Approval to issue Director Placement Securities - Christopher Gale

That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,176,471 Director Placement CDIs and 588,236 Director Options to Christopher Gale (or his nominee/s)

Resolution 4(b) - Approval to issue Director Placement Securities - Kevin Wilson

That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 294,118 Director Placement CDIs and 147,059 Director Placement Options to Kevin Wilson (or his nominee/s)

Resolution 4(c) - Approval to issue Director Placement Securities - Chafika Eddine

That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 352,941 Director Placement CDIs and 176,471 Director Placement Options to Chafika Eddine (or her nominee/s)

Resolution 5(a) - Approval to issue JLM Options to Euroz Hartleys

That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 10,803,308 JLM Options to Euroz Hartleys

Resolution 5(b) - Approval to issue JLM Options to GBA Capital

That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 1,829,045 JLM Options to GBA Capital

Resolution 6 - Approval to issue CEO Performance Rights

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, including TSX Venture Exchange Policy 4.4 - Security Based Compensation, disinterested Shareholders approve the issue of up to 6,000,000 CEO Performance Rights to Mr Mitch Thomas (or his nominee/s)

Resolution 7(a) - Approval to issue Director Performance Rights - Christopher Gale

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Director Performance Rights to Christopher Gale

Resolution 7(b) - Approval to issue Director Performance Rights - Kevin Wilson

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,600,000 Director Performance Rights to Kevin Wilson

Resolution 7(c) - Approval to issue Director Performance Rights - Michael Parker

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,600,000 Director Performance Rights to Michael Parker

Resolution 7(d) - Approval to issue Director Performance Rights - Chafika Eddine

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,600,000 Director Performance Rights to Chafika Eddine

For Against

☐☐☐☐☐☐☐☐☐☐☐☐☐☐

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

S L M

3 1 6 5 2 2 A



Computershare





8th Floor, 100 University Avenue
Toronto, Ontario M5J 2Y1
www.computershare.com



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class

COMMON CLASS

Holder Account Number

C1234567890 IND

Fold

Form of Proxy - Special Meeting to be held on April 16, 2025

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated. If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Management Information Circular or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

Proxies submitted must be received by 8:00 am AWST on April 14, 2025 / 5:00 pm Pacific Time on April 11, 2025.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-732-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
www.investorvote.com
- Smartphone?
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345

Appointment of Proxyholder

I/We being holder(s) of securities of Solis Minerals Ltd. (the "Company") hereby appoint: Mitch Thomas, CEO of the Company, or failing this person, Chris Gale, a Director of the Company, or failing this person, Kevin Wilson, a Director of the Company (the "Management Nominees")

OR
Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Special Meeting of shareholders of the Company to be held at 32 Harrogate Street, Unit 3, West Leederville, Western Australia, 6007, Australia on Wednesday, April 16, 2025 at 9:30 am AWST, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against	
1 (a). Ratification of Issue of Tranche 1 Placement CDIs To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to ratify the issue of 13,176,732 CDIs in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
1 (b). Ratification of Issue of Tranche 1 Placement CDIs To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to ratify the issue of 8,784,488 CDIs in accordance with ASX Listing Rule 7.1A, as more particularly set out in the accompanying Information Circular.	☐	☐	
2. Approval to Issue Placement Options To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of up to 25,558,824 Placement Options in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	Fold
3. Approval to Issue Tranche 2 Placement CDIs To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of up to 29,156,427 Tranche 2 Placement CDIs in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
4 (a). Approval to Issue Director Placement Securities To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of Director Placement CDIs and Director Placement Options to Christopher Gale (or his nominees), as more particularly set out in the accompanying Information Circular.	☐	☐	
4 (b). Approval to Issue Director Placement Securities To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of Director Placement CDIs and Director Placement Options to Kevin Wilson (or his nominees), as more particularly set out in the accompanying Information Circular.	☐	☐	
4 (c). Approval to Issue Director Placement Securities To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of Director Placement CDIs and Director Placement Options to Chafika Eddine (or her nominees), as more particularly set out in the accompanying Information Circular.	☐	☐	
5 (a). Approval to Issue JLM Options To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of up to 10,803,308 JLM Options to Euroz Hartleys Limited in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
5 (b). Approval to Issue JLM Options To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of up to 1,829,045 JLM Options to GBA Capital Pty Ltd in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
6. Approval to Issue CEO Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 6,000,000 CEO Performance Rights in accordance with ASX Listing Rule 7.1 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
7 (a). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 2,000,000 Director Performance Rights to Christopher Gale in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
7 (b). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 1,600,000 Director Performance Rights to Kevin Wilson in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	Fold
7 (c). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 1,600,000 Director Performance Rights to Michael Parker in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
7 (d). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 1,600,000 Director Performance Rights to Chafika Eddine in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
8. Transact Other Business To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.	☐	☐	

Signature of Proxyholder

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.
If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

DD / MM / YY

Signing Capacity



000001

Mr A Sample
Designation (if any)
Add1
Add2
add3
add4
add5
add6

Security Class

COMMON CLASS

Holder Account Number

C1234567890 IND

Intermediary

ABCD

Fold

Voting Instruction Form ("VIF") - Special Meeting to be held on April 16, 2025

NON-REGISTERED (BENEFICIAL) SECURITYHOLDERS

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by management, as proxy holder of the registered holder, in accordance with your instructions.
2. **We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions.** In order for these securities to be voted at the meeting, **it will be necessary for us to have your specific voting instructions.** Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. If you want to attend the meeting and vote in person, please write your name in the place provided for that purpose in this form. You can also write the name of someone else whom you wish to attend the meeting and vote on your behalf. Unless prohibited by law, the person whose name is written in the space provided will have full authority to present matters to the meeting and vote on all matters that are presented at the meeting, even if those matters are not set out in this form or the information circular. Consult a legal advisor if you wish to modify the authority of that person in any way. If you require help, please contact the Registered Representative who services your account.
4. **This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If a date is not inserted in the space provided on the reverse of this VIF, it will be deemed to bear the date on which it was mailed by management to you.
6. **When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, and the VIF appoints the Management Nominees, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. Unless prohibited by law, this VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the notice of meeting or other matters as may properly come before the meeting or any adjournment thereof.
8. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
9. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
10. This VIF should be read in conjunction with the information circular and other proxy materials provided by Management.

Fold

VIFs submitted must be received by 8:00 am AWST on April 14, 2025 / 5:00 pm Pacific Time on April 11, 2025.

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

1-866-734-VOTE (8683) Toll Free



To Vote Using the Internet

- Go to the following web site:
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- **Smartphone?**
Scan the QR code to vote now.



If you vote by telephone or the Internet, DO NOT mail back this VIF.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

CONTROL NUMBER 123456789012345

Appointee(s)

I/We being holder(s) of securities of Solis Minerals Ltd. (the "Company") hereby appoint: Mitch Thomas, CEO of the Company, or failing this person, Chris Gale, a Director of the Company, or failing this person, Kevin Wilson, a Director of the Company (the "Management Nominees")

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and on all other matters that may properly come before the Special Meeting of shareholders of the Company to be held at 32 Harrogate Street, Unit 3, West Leederville, Western Australia, 6007, Australia on Wednesday, April 16, 2025 at 9:30 am AWST, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

	For	Against	
1 (a). Ratification of Issue of Tranche 1 Placement CDIs To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to ratify the issue of 13,176,732 CDIs in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
1 (b). Ratification of Issue of Tranche 1 Placement CDIs To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to ratify the issue of 8,784,488 CDIs in accordance with ASX Listing Rule 7.1A, as more particularly set out in the accompanying Information Circular.	☐	☐	
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4 (a). Approval to Issue Director Placement Securities To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of Director Placement CDIs and Director Placement Options to Christopher Gale (or his nominees), as more particularly set out in the accompanying Information Circular.	☐	☐	
4 (b). Approval to Issue Director Placement Securities To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of Director Placement CDIs and Director Placement Options to Kevin Wilson (or his nominees), as more particularly set out in the accompanying Information Circular.	☐	☐	
4 (c). Approval to Issue Director Placement Securities To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of Director Placement CDIs and Director Placement Options to Chafika Eddine (or her nominees), as more particularly set out in the accompanying Information Circular.	☐	☐	
5 (a). Approval to Issue JLM Options To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of up to 10,803,308 JLM Options to Euroz Hartleys Limited in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
5 (b). Approval to Issue JLM Options To consider and, if thought fit, to pass with or without amendment, an ordinary resolution to approve the issue of up to 1,829,045 JLM Options to GBA Capital Pty Ltd in accordance with ASX Listing Rule 7.1, as more particularly set out in the accompanying Information Circular.	☐	☐	
6. Approval to Issue CEO Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 6,000,000 CEO Performance Rights in accordance with ASX Listing Rule 7.1 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
7 (a). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 2,000,000 Director Performance Rights to Christopher Gale in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
7 (b). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 1,600,000 Director Performance Rights to Kevin Wilson in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	----
7 (c). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 1,600,000 Director Performance Rights to Michael Parker in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
7 (d). Approval to Issue Director Performance Rights To consider and, if thought fit, to pass with or without amendment, an ordinary resolution of disinterested shareholders to approve the issue of up to 1,600,000 Director Performance Rights to Chafika Eddine in accordance with ASX Listing Rule 10.11 and TSXV Policy 4.4, as more particularly set out in the accompanying Information Circular.	☐	☐	
8. Transact Other Business To transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.	☐	☐	

Authorized Signature(s) – This section must be completed for your instructions to be executed.

I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any VIF previously given with respect to the Meeting. If no voting instructions are indicated above, and the VIF appoints the Management Nominees, this VIF will be voted as recommended by Management.

If you are voting on behalf of a corporation you are required to provide your name and designation of office, e.g., ABC Inc. per John Smith, President.

Signature(s)

Date

DD / MM / YY

Signing Capacity