
OLYMPPIO METALS LIMITED
ACN 619 330 648
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)
DATE: 29 August 2025
PLACE: Level 15, 2 The Esplanade, Perth, WA

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00PM (WST) on Wednesday, 27 August 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 March 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 March 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – SIMON ANDREW

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.5 and for all other purposes, Simon Andrew, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO DUFAY PROJECT VENDORS

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares to the Dufay Project Vendors (or their nominees) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – APPROVAL TO ISSUE DEFERRED SHARES TO DUFAY PROJECT VENDORS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to the Dufay Project Vendors (or their nominees) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO BULLION GOLD

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,090,832 Shares to Bullion Gold (or its nominees) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE DEFERRED SHARES TO BULLION GOLD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares to Bullion Gold (or its nominees), which is equal to C\$50,000 worth of Shares at a deemed issue price equal to the 15-day volume weighted average price of Shares prior to the issue date on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT - LISTING RULE 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,305,637 Shares on the terms and conditions set out in the Explanatory Statement.”

10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT - LISTING RULE 7.1A

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,694,363 Shares on the terms and conditions set out in the Explanatory Statement.”

11. RESOLUTION 10 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT - SIMON ANDREW

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares to Simon Andrew (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

12. RESOLUTION 11 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT - SEAN DELANEY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 400,000 Shares to Sean Delaney (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

13. RESOLUTION 12 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT - AIDAN PLATEL

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 350,000 Shares to Aidan Platel (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

14. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 5,150,000 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement.”

15. RESOLUTION 14 – ISSUE OF PERFORMANCE RIGHTS TO SEAN DELANEY

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000 Performance Rights to Sean Delaney (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement.”

16. RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO SIMON ANDREW

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Performance Rights to Simon Andrew (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement.”

17. RESOLUTION 16 – ISSUE OF PERFORMANCE RIGHTS TO AIDAN PLATEL

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Performance Rights to Aidan Platel (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement.”

18. RESOLUTION 17 – INSERTION OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by inserting clause 37 for a period of three years from the date of approval of this Resolution.”

Dated: 28 July 2025

By order of the Board

Simon Andrew
Non-executive Chairman

Voting Prohibition Statements

Resolution 1 – Adoption Of Remuneration Report	<p>A vote on this resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or (b) a closely related party of such a member. <p>however, a person (the voter) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or (b) the voter is the chair and the appointment of the chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this resolution; and (ii) expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.
Resolution 13- Approval to issue Securities under an Incentive Plan	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 14 – issue of Performance Rights to Sean Delaney	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 14 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 14 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 14 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 15– issue of Performance Rights to Simon Andrew	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 15 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 15 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 15 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 16– issue of Performance Rights to Aidan Platel	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 16 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 16 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <p>(a) the proxy is either:</p> <p>(i) a member of the Key Management Personnel; or</p> <p>(ii) a Closely Related Party of such a member; and</p> <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 16 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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Voting Exclusion Statements

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

Resolution 4 – Ratification of Prior issue of Shares to the Dufay Project Vendors	The Dufay Project Vendors (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – approval to issue Deferred Shares to Dufay Project Vendors	The Dufay Project Vendors (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Ratification of Prior issue of Shares to Bullion Gold	Bullion Gold (or its nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 - approval to issue Deferred Shares to Bullion Gold	Bullion Gold (or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 – Ratification of prior issue of Shares under the Placement- Listing Rule 7.1	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 9 – Ratification of prior issue of Shares under the Placement - Listing Rule 7.1A	The Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 10– Approval to issue Shares to a Related Party – Simon Andrew	Simon Andrew (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11– Approval to issue Shares to a Related Party – Sean Delaney	Sean Delaney (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12– Approval to issue Shares to a Related Party – Aidan Platel	Aidan Platel (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 13 - Approval to issue Securities under an Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 14 – issue of Incentive Performance Rights to Sean Delaney	Sean Delaney (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 15– issue of Incentive Performance Rights to Simon Andrew	Simon Andrew (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 16– issue of Incentive Performance Rights to Aidan Platel	Aidan Platel (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9225 5355.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 March 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.olympiometals.com.au/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – SIMON ANDREW

3.1 General

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Simon Andrew, who has held office without re-election since 30 August 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Simon Andrew is set out below.

Qualifications and experience	Mr Andrew is a commercial and financial executive and experienced Director of ASX listed companies in which he has played a pivotal role in the sourcing and acquisition of projects. Mr Andrew has over 20 years' experience in financial markets in Asia and Australia and previously held senior management positions at various global investment banks. These roles included leading the equity sales desk for BNP Paribas and heading the Refining and Petrochemicals sector research team at Deutsche Bank in Asia as well as spending five years as a research analyst at Hartleys covering the oil and gas and industrial sectors.
Other material directorships	Executive Director of Mamba Exploration Limited (ASX:M24) Non-Executive Chairman of Recharge Metals Limited (ASX:REC) Non-Executive Director of Riversgold Limited (ASX:RGL)
Term of office	Simon Andrew has served as a Director since 9 December 2022 and was last re-elected on 30 August 2024.
Independence	If re-elected, the Board considers that Simon Andrew will be an independent Director.
Board recommendation	Having received an acknowledgement from Simon Andrew that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Simon Andrew since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Simon Andrew) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Simon Andrew will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Simon Andrew will not continue in their role as an independent Director. The Company may seek nominations or identify other suitable qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

4.2 Listing Rule 7.1 and 7.1A

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

However, under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is \$12,368,075. The Company is therefore an Eligible Entity.

4.3 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.4 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.</p>
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of</p>

REQUIRED INFORMATION		DETAILS																																											
		the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 16 July 2025.																																											
		The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.																																											
		<table><tr><th colspan="2" rowspan="4">NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)</th><th rowspan="4">SHARES ISSUED – 10% VOTING DILUTION</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">ISSUE PRICE</th></tr><tr><th>\$0.06</th><th>\$0.12</th><th>\$0.18</th></tr><tr><th>50% DECREASE</th><th>ISSUE PRICE</th><th>50% INCREASE</th></tr><tr><th colspan="6">FUNDS RAISED</th></tr><tr><td>Current</td><td>105,067,297 Shares</td><td>10,506,729 Shares</td><td>\$630,403</td><td>\$1,260,807</td><td>\$1,891,211</td></tr><tr><td>50% increase</td><td>157,600,946 Shares</td><td>15,760,094 Shares</td><td>\$945,605</td><td>\$1,891,211</td><td>\$2,836,816</td></tr><tr><td>100% increase</td><td>210,134,594 Shares</td><td>21,013,459 Shares</td><td>\$1,260,807</td><td>\$2,521,615</td><td>\$3,782,422</td></tr></table>					NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)		SHARES ISSUED – 10% VOTING DILUTION	DILUTION			ISSUE PRICE			\$0.06	\$0.12	\$0.18	50% DECREASE	ISSUE PRICE	50% INCREASE	FUNDS RAISED						Current	105,067,297 Shares	10,506,729 Shares	\$630,403	\$1,260,807	\$1,891,211	50% increase	157,600,946 Shares	15,760,094 Shares	\$945,605	\$1,891,211	\$2,836,816	100% increase	210,134,594 Shares	21,013,459 Shares	\$1,260,807	\$2,521,615	\$3,782,422
		NUMBER OF SHARES ON ISSUE (VARIABLE A IN LISTING RULE 7.1A.2)		SHARES ISSUED – 10% VOTING DILUTION	DILUTION																																								
					ISSUE PRICE																																								
					\$0.06	\$0.12				\$0.18																																			
					50% DECREASE	ISSUE PRICE	50% INCREASE																																						
FUNDS RAISED																																													
Current	105,067,297 Shares	10,506,729 Shares	\$630,403	\$1,260,807	\$1,891,211																																								
50% increase	157,600,946 Shares	15,760,094 Shares	\$945,605	\$1,891,211	\$2,836,816																																								
100% increase	210,134,594 Shares	21,013,459 Shares	\$1,260,807	\$2,521,615	\$3,782,422																																								
*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																													
The table above uses the following assumptions:																																													
<div><div>1.</div><div>There are currently 103,067,297 Shares on issue and 2,000,000 Shares to be issued pursuant to Resolutions 5, 10, 11 and 12.</div></div> <div><div>2.</div><div>The issue price set out above is the closing market price of the Shares on the ASX on 16 July 2025 (being \$0.12) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</div></div> <div><div>3.</div><div>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</div></div> <div><div>4.</div><div>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</div></div> <div><div>5.</div><div>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</div></div> <div><div>6.</div><div>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</div></div> <div><div>7.</div><div>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</div></div> <div><div>8.</div><div>The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</div></div> <div><div>9.</div><div>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder’s holding at the date of the Meeting.</div></div>																																													
Shareholders should note that there is a risk that:																																													
<div><div>(a)</div><div>the market price for the Company’s Shares may be significantly lower on the issue date than on the date of the Meeting; and</div></div> <div><div>(b)</div><div>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</div></div>																																													

REQUIRED INFORMATION	DETAILS
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 30 August 2024 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 29 August 2024, the Company issued 7,694,363 Shares on 4 July 2025 (the subject of Shareholder ratification under Resolution 9 of this Notice) pursuant to the Previous Approval (Previous Issue), which represent approximately 8.9% of the total diluted number of Equity Securities on issue in the Company on 29 August 2024, which was 85,976,464.</p>
Voting exclusion statement	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

5. BACKGROUND TO DUFAY PROJECT RESOLUTIONS - RESOLUTIONS 4 AND 5

On 17 November 2024, the Company entered into a binding option agreement (**Dufay Option Agreement**) with Jean Robert, Explorations Carat Inc, Diane Audet, Mundiregina Resources Canada Inc, and 9495-6976 Quebec Inc (together, the **Dufay Project Vendors**), pursuant to which the Dufay Project Vendors granted the Company an exclusive option to acquire up to 80% of the rights, title and interest in the mineral claims and associated assets that comprise the Dufay Copper-Gold Project (**Dufay Option**).

Refer to Schedule 1 for a summary of the material terms of the Dufay Option Agreement.

On 29 November 2024, the Company issued 1,000,000 Shares to the Dufay Project Vendors pursuant to the Upfront Consideration (the subject of Shareholder ratification under Resolution 4).

Within the first 12 months of execution of the Dufay Option Agreement the Company must, amongst other things, and subject to shareholder approval, issue 1,000,000 Shares to the Dufay Project (approval of which is sought under Resolution 5).

6. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO THE DUFAY PROJECT VENDORS

6.1 General

As set out in section 5 above, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 1,000,000 Shares to the Dufay Project Vendors on 29 November 2024 in consideration for the Dufay Option.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

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

6.3 Listing Rule 7.4

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

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

6.4 Technical information required by Listing Rule 14.1A

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

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

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	<p>The Shares were issued to the Dufay Project Vendors (each receiving a number of shares proportional to their interest in the Dufay Copper-Gold Project), being:</p> <ul style="list-style-type: none">(a) Jean Robert (20%);(b) Explorations Carat Inc (25%);(c) Diane Audet (10%);(d) Mundiregina Resources Canada Inc (25%); and(e) 9495-6976 Quebec Inc (20%). <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	1,000,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	29 November 2024.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for the Dufay Option pursuant to the Dufay Option Agreement.
Purpose of the issue, including the intended use	The purpose of the issue is to satisfy the Company's obligations under the Dufay Option Agreement.

REQUIRED INFORMATION	DETAILS
of any funds raised by the issue	
Summary of material terms of agreement to issue	The Shares were issued under the Dufay Option Agreement, a summary of the material terms of which is set out in Schedule 1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. RESOLUTION 5 – APPROVAL TO ISSUE DEFERRED SHARES TO DUFAY PROJECT VENDORS

7.1 General

As set out in section 5 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,000,000 Shares to the Dufay Project Vendors in consideration for the Dufay Option.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will need to renegotiate the terms of the Dufay Option Agreement, failing which, could result in the loss of the Dufay Project.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares will be issued to the Dufay Project Vendors or their nominees (each receiving a number of shares proportional to their interest in the Dufay Copper-Gold Project), being: (a) Jean Robert (20%); (b) Explorations Carat Inc (25%); (c) Diane Audet (10%); (d) Mundiregina Resources Canada Inc (25%); and (e) 9495-6976 Quebec Inc (20%).
Number of Securities and class to be issued	1,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company will issue the Securities no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for Dufay Option.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Dufay Option Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Dufay Option Agreement, a summary of the material terms of which is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. BACKGROUND TO BOUSQUET PROJECT RESOLUTIONS - RESOLUTIONS 6 AND 7

On 17 March 2025, the Company entered into a binding option agreement (**Bousquet Option Agreement**) with Bullion Gold Resources Corp, a Canadian listed company (**Bullion Gold**), pursuant to which Bullion Gold granted the Company an exclusive option to earn up to 80% of the rights, title and interest in the mineral claims and associated assets that comprise the Bousquet Project (**Bousquet Option**).

On 31 March 2025, the Company issued 1,090,832 Shares to Bullion Gold pursuant to the upfront consideration payable under the Bousquet Option Agreement (the subject of Shareholder ratification under Resolution 6).

Under the Bousquet Option Agreement, the first tranche of deferred payments is required to be made at least 12 months after the date of execution of the Bousquet Option Agreement, which requires the Company to:

- (a) pay C\$100,000 in cash; and
- (b) subject to Shareholder approval, issue C\$50,000 worth of Shares based on a deemed issue price equal to the 15-day volume weighted average price (**VWAP**) prior to the issue date (being the subject of Resolution 7).

Refer to Schedule 2 for a summary of the material terms of the Bousquet Option Agreement.

9. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO BULLION GOLD

9.1 General

As set out above, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 1,090,832 Shares to Bullion Gold as part of the upfront consideration for the Bousquet Option.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

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

9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 6.3 above.

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

9.4 Technical information required by Listing Rule 14.1A

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

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

9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Shares were issued to Bullion Gold. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	1,090,832 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	31 March 2025.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for the Bousquet Option pursuant to the Bousquet Option Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Bousquet Option Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Bousquet Option Agreement, a summary of the material terms of which is set out in Schedule 2.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

10. RESOLUTION 7 – APPROVAL TO ISSUE DEFERRED SHARES TO BULLION GOLD

10.1 General

As set out in section 8 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of C\$50,000 worth of Shares based on a deemed issue price equal to the 15-day VWAP prior to the issue date as the year 1 deferred consideration under the Bousquet Option Agreement.

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company will need to renegotiate the terms of the Bousquet Option Agreement, failing which, could result in the loss of the Bousquet Project.

10.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Bullion Gold (or its nominees).
Number of Securities and class to be issued	C\$50,000 worth of Shares based on a deemed issue price equal to the 15-day VWAP prior to the issue date.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for the acquisition of the Bousquet Project.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Bousquet Option Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Bousquet Option Agreement, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11. BACKGROUND TO RESOLUTIONS 8 TO 11

11.1 Placement

On 1 July 2025, the Company announced that it had received firm commitments from unrelated sophisticated and institutional investors (**Placement Participants**) to raise \$1,600,000 through the issue of 16,000,000 Shares at an issue price of \$0.10 per Share (**Placement**).

The Placement comprises:

- (a) 15,000,000 Shares issued to sophisticated and institutional investors unrelated to the Company (Unrelated Placement Participants) on 4 July 2025 comprising:
 - (i) 7,305,637 Shares issued using the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 8; and

- (ii) 7,694,363 Shares issued using the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 9; and
- (b) An aggregate of 1,000,000 Shares to be issued to Directors of the Company, Simon Andrew, Sean Delaney and Aidan Platel (Related Party Participants) (or their nominee(s)), subject to obtaining Shareholder approval under Resolutions 10 to 12.

11.2 Use of funds

The funds raised from the Placement are intended to be used to continue drilling at the Bousquet Gold Project in Quebec and to advance exploration at the nearby Dufay Copper-Gold Project.

12. RESOLUTIONS 8 AND 9 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT – LISTING RULES 7.1 AND 7.1A

12.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 15,000,000 Shares to the Unrelated Placement Participants under the Placement.

7,305,637 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 8) and 7,694,363 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (being the subject of Resolution 9). Further details of the Placement are set out in Section 11.1.

12.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its last annual general meeting held on 30 August 2024 and seeks it again under Resolution 3 of this Notice.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

12.3 Listing Rule 7.4

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

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

12.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

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

12.5 Resolutions 8 and 10 – Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Shares were issued to professional and sophisticated investors who were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	15,000,000 Shares were issued on the following basis: (a) 7,305,637 Shares were issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 8); and (b) 7,694,363 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 9).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	4 July 2025.
Price or other consideration the Company received for the Securities	\$0.10 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 11.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were issued under customary placement agreements between the Company and the Unrelated Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to each of these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1.

13. RESOLUTIONS 10 TO 12 – APPROVAL FOR DIRECTORS TO PARTICIPATE IN THE PLACEMENT

13.1 General

As set out in Section 11.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of up to 1,000,000 Shares to the Related Party Participants (or their nominee(s)), to enable their participation in the Placement on the same terms as the Unrelated Placement Participants, as set out in the table below:

RECIPIENT	RESOLUTION	PARTICIPATION	
		SHARES	SUBSCRIPTION
Simon Andrew (or his nominees)	10	250,000	\$25,000
Sean Delaney (or his nominees)	11	400,000	\$40,000
Aidan Platel (or his nominees)	12	350,000	\$35,000
TOTAL		1,000,000	\$100,000

13.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

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

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to the Related Party Participants (or their nominee(s)) on the same terms as the Shares issued to the Unrelated Placement Participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

13.3 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

13.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 11.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and no further funds will be raised from the Related Party Participants.

13.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Related Party Participants set out in Section 13.1.

REQUIRED INFORMATION	DETAILS
Categorisation under Listing Rule 10.11	Each of the Related Party Participants falls within the category set out in Listing Rule 10.11.1 as they are each a related party of the Company by virtue of being a Director. Any nominee(s) of the Related Party Participants who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 1,000,000 Shares will be issued in the manner set out in Section 13.1.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.10 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 11.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares are to be issued pursuant to the same customary placement agreements between the Company and the Unrelated Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTION 13 – APPROVAL TO ISSUE SECURITIES TO UNRELATED PARTIES UNDER AN INCENTIVE PLAN

14.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 5,150,000 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

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

A summary of Listing Rule 7.1 is set out in Section 4.2 above.

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

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

14.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 14.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

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

14.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 6.
Number of Securities previously issued under the Plan	The Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 5,150,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

15. RESOLUTIONS 14 TO 16 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

15.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 12,000,000 Performance Rights to Sean Delaney, Simon Andrew and Aidan Platel (or their nominee(s)) pursuant to the Plan on the terms and conditions set out below.

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

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
A	500,000	Sean Delaney	14	The holder completing 12 months continuous service to the Company from the date of grant.	The date that is eighteen months from the date of issue.
B	500,000	Sean Delaney	14	The holder completing 24 months continuous service	The date that is 30 months

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
				to the Company from the date of grant.	from the date of issue.
C	1,000,000	Sean Delaney	14	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 250,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t.	The date that is four years from the date of issue.
	500,000	Simon Andrew	15		
	500,000	Aidan Platel	16		
D	1,000,000	Sean Delaney	14	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 500,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the vesting of the Class C Performance Rights.	The date that is four years from the date of issue.
	500,000	Simon Andrew	15		
	500,000	Aidan Platel	16		
E	1,500,000	Sean Delaney	14	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 750,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the vesting of the Class C and Class D Performance Rights.	The date that is four years from the date of issue.
	500,000	Simon Andrew	15		
	500,000	Aidan Platel	16		
F	2,500,000	Sean Delaney	14	The Company announcing an inferred or greater Mineral Resource estimate in accordance	The date that is four years from the date of issue.
	1,000,000	Simon Andrew	15		

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXPIRY DATE
	1,000,000	Aidan Platel	16	with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 1,000,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the vesting of the Class C, Class D, and Class E Performance Rights.	

15.2 Director Recommendation

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

15.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 13.2 above.

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

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

15.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 13.3 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

15.5 Technical information required by Listing Rule 14.1A

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

If these Resolution are not passed, the Company will not be able to proceed with the issue.

15.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 15.1.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.

REQUIRED INFORMATION	DETAILS
	Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 12,000,000 which will be allocated as set out in the table included at Section 15.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 4.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than 1 month after the date of the (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	<p>Class A and B Performance Rights</p> <p>(a) The purpose of the issue of the Class A and B Performance Rights is to provide a tenure based incentive component in the remuneration package for Mr Delaney to retain and incentivise him to continue in his position as Managing Director and to provide cost effective remuneration to Mr Delaney, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Delaney. The board believes that increasing his remuneration package as Managing Director is important, has his package is currently at the lower end of what the Company considers to be the reasonable range of remuneration packages paid to executives in similar roles with peer companies.</p> <p>(b) The Company considers it necessary and appropriate to further remunerate and incentivise Mr Delaney to achieve the purposes outlined in paragraph (a) above and for the following reasons:</p> <p>(i) the issue of the Class A and B Performance Rights to Mr Delaney (or his nominee) will further incentivise him to continue in his position as Managing Director and therefore further align the interests of Mr Delaney with those of Shareholders;</p> <p>(ii) the Class A and B Performance Rights are unlisted, therefore the grant of the Class A and B Performance Rights has no immediate dilutive impact on Shareholders;</p> <p>(iii) the issue of the Class A and B Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Delaney; and</p>

REQUIRED INFORMATION	DETAILS
	<p>(iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Class A and B Performance Rights on the terms proposed;</p> <p>(c) In relation to ASX guidance on the grant of performance based securities, the Board considers the number and terms of the Class A and B Performance Rights to be appropriate and equitable for the following reasons:</p> <p>(i) the Class A and B Performance Rights consistent with ASX's policy regarding the base requirements for performance securities, which are detailed in section 9 of ASX Guidance Note 19;</p> <p>(ii) the number of Shares into which the Class A and B Performance Rights will convert if the milestones are achieved is fixed (one for one) which allows investors and analysts to readily understand and have reasonable certainty as to the impact on the Company's capital structure if the milestones are achieved;</p> <p>(iii) the Board (other than Mr Delaney who did not participate in the Board deliberations in relation to the grant of the Class A and B Performance Rights) considers that the tenure based milestones are equitable and appropriate in the circumstances as retaining key personnel in the current competitive labour market is imperative for the growth of the Company and therefore there is appropriate link to the benefit of Shareholders and the Company at large through the retention of Mr Delaney;</p> <p>(iv) the purposes for which the Class A and B Performance Rights are being issued and the conversion milestones are clearly articulated by reference to objective criteria;</p> <p>(v) the Class A and B Performance Rights which are proposed to be issued represent a small proportion of the Company's issued capital upon listing (less than 1% of issued Share capital); and</p> <p>(vi) the Class A and B Performance Rights have an expiry date by which the milestones are to be achieved and, if the milestones are not achieved by that date, the Performance Rights will lapse.</p> <p>Class C – F Performance Rights</p> <p>The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward their performance as a Director and to provide cost effective remuneration to Directors, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Director.</p>

REQUIRED INFORMATION	DETAILS												
Consideration of type of Security to be issued	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <p>(a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders;</p> <p>(b) the milestones attaching to the Performance Rights to the Directors will align the interests of the recipient with those of Shareholders;</p> <p>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and</p> <p>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.</p>												
Consideration of quantum of Securities to be issued	<p>The number of Securities to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.</p>												
Remuneration package	<p>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 31 MARCH 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 31 MARCH 2025</th></tr><tr><td>Sean Delaney</td><td>928,107¹</td><td>\$475,504²</td></tr><tr><td>Simon Andrew</td><td>312,500³</td><td>\$157,339⁴</td></tr><tr><td>Aidan Platel</td><td>292,500⁵</td><td>\$140,803⁶</td></tr></table> <p>Notes:</p> <p>1. Comprising base salary of \$185,000, Directors' fees of \$45,000, a superannuation payment of \$27,600 and share-based payments of \$670,507 (including an increase of \$670,507, being the value of the Performance Rights subject to Resolution 14).</p> <p>2. Comprising Directors' fees and salary of \$220,401, a superannuation payment of \$22,731 and share-based payments of \$232,372.</p> <p>3. Comprising Directors' fees of \$58,035, a superannuation payment of \$6,965 and share-based payments of \$247,500 (including an increase of \$247,500, being the value of the Performance Rights subject to Resolution 15).</p> <p>4. Comprising Directors' fees of \$52,500 and share-based payments of \$104,839.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 31 MARCH 2026	PREVIOUS FINANCIAL YEAR ENDED 31 MARCH 2025	Sean Delaney	928,107 ¹	\$475,504 ²	Simon Andrew	312,500 ³	\$157,339 ⁴	Aidan Platel	292,500 ⁵	\$140,803 ⁶
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 31 MARCH 2026	PREVIOUS FINANCIAL YEAR ENDED 31 MARCH 2025											
Sean Delaney	928,107 ¹	\$475,504 ²											
Simon Andrew	312,500 ³	\$157,339 ⁴											
Aidan Platel	292,500 ⁵	\$140,803 ⁶											

REQUIRED INFORMATION	DETAILS																																								
	<div>5. Comprising Directors' fees of \$40,178, a superannuation payment of \$4,822 and share-based payments of \$247,500 (including an increase of \$247,500, being the value of the Performance Rights subject to Resolution 16).</div> <div>6. Comprising Directors' fees of \$31,726, a superannuation payment of \$4,238 and share-based payments of \$104,839.</div>																																								
Valuation	The Company values the Performance Rights at \$1,165,507 (being \$0.097 per Performance Right) based on the trinomial methodology. Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 5.																																								
Interest in Securities	<div>The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</div> <div>As at the date of this Notice</div> <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Sean Delaney</td><td>2,117,778</td><td>3,000,000²</td><td>3,000,000</td><td>2.04%</td><td>6.62%</td></tr><tr><td>Simon Andrew</td><td>388,888</td><td>-</td><td>1,500,000</td><td>0.37%</td><td>1.54%</td></tr><tr><td>Aidan Platel</td><td>-</td><td>-</td><td>1,500,000</td><td>0.00%</td><td>1.22%</td></tr></table> <div>Post issue</div> <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Sean Delaney</td><td>2,117,778</td><td>3,000,000²</td><td>9,000,000</td></tr><tr><td>Simon Andrew</td><td>388,888</td><td>-</td><td>4,000,000</td></tr><tr><td>Aidan Platel</td><td>-</td><td>-</td><td>4,000,000</td></tr></table> <div>Notes:</div> <div>1. Fully paid ordinary shares in the capital of the Company (ASX: OLY).</div> <div>2. Comprising 1,500,000 Options exercisable at \$0.25 each on or before 20 September 2025 and 1,500,000 Options exercisable at \$0.35 each on or before 20 September 2025.</div>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Sean Delaney	2,117,778	3,000,000 ²	3,000,000	2.04%	6.62%	Simon Andrew	388,888	-	1,500,000	0.37%	1.54%	Aidan Platel	-	-	1,500,000	0.00%	1.22%	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Sean Delaney	2,117,778	3,000,000 ²	9,000,000	Simon Andrew	388,888	-	4,000,000	Aidan Platel	-	-	4,000,000
RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED																																				
Sean Delaney	2,117,778	3,000,000 ²	3,000,000	2.04%	6.62%																																				
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Simon Andrew	388,888	-	4,000,000																																						
Aidan Platel	-	-	4,000,000																																						
Dilution	If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 12,000,000 Shares would be issued. This will increase the number of Shares on issue from 103,067,297 (being the total number of Shares on issue as at the date of this Notice) to 115,067,297 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 10.43%, comprising 6.08% by Sean Delaney, 2.17% by Simon Andrew and 2.17% by Aidan Platel.																																								
Trading history	<div>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</div> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.170</td><td>22 July 2025</td></tr><tr><td>Lowest</td><td>\$0.028</td><td>6 June 2025</td></tr><tr><td>Last</td><td>\$0.165</td><td>23 July 2025</td></tr></table>		PRICE	DATE	Highest	\$0.170	22 July 2025	Lowest	\$0.028	6 June 2025	Last	\$0.165	23 July 2025																												
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Highest	\$0.170	22 July 2025																																							
Lowest	\$0.028	6 June 2025																																							
Last	\$0.165	23 July 2025																																							

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

16. RESOLUTION 17 – INSERTION OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

16.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The proportional takeover provisions contained in clause 37 of the Constitution are no longer operative as it has been more than three years since they were last approved by Shareholders.

This Resolution is a special resolution which will enable the Company to modify its Constitution by re-inserting proportional takeover provisions into the Constitution in the form of clause 37. The new clause 37 is in the same form as the existing clause 37 (as set out in Annexure A of this Notice).

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to the Company's website on 2 September 2022 and is available for download from the Company's website.

16.2 Technical information required by section 648G(5) of the Corporations Act

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p> <p>This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.</p>
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited

	unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.2.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Bullion Gold means Bullion Gold Resources Corp, a company incorporated under the Business Corporations Act (Alberta) and registered as an extra provincial company under the British Columbia Business Corporations Act, having its registered office and its principal place of business at 410, rue Saint-Nicolas, suite 236, Montréal (Québec) H2Y 2P5.

Bousquet Option has the meaning given in Section 8.

Bousquet Option Agreement has the meaning given in Section 8.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Olympio Metals Limited (ACN 619 330 648).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Dufay Project Vendors means the parties set out in Section 5.

Dufay Option has the meaning given in Section 5.

Dufay Option Agreement has the meaning given in Section 5.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Placement has the meaning given in Section 11.1.

Placement Participants has the meaning given in Section 11.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 March 2025.

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume weighted average price.

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

SCHEDULE 1 – MATERIAL TERMS OF THE DUFAY OPTION AGREEMENT

The material terms and conditions of the Dufay Option Agreement are summarised below:

TERMS	DUFAY OPTION AGREEMENT
Option	The Dufay Project Vendors grant the Company an exclusive option to acquire up to 80% of the rights, title and interest in the mineral claims and associated assets that comprise the Dufay Copper-Gold Project (Project) (Dufay Option).
Upfront Consideration	The upfront consideration payable to the Dufay Project Vendors by the Company pursuant to the Agreement comprises: (a) C\$75,000 in cash; and (b) 1,000,000 fully paid Ordinary shares in the capital of the Company, (Upfront Consideration) .
Performance Payments	The Company must make the following performance payments to the Dufay Project Vendors: (a) C\$1,500,000 in cash for every 1 million ounces announced by the Company, upon the Company announcing JORC-compliant gold mineral resource of at least 1 million ounces at an average grade >1.0g/t Au; and (b) C\$1,000,000 in cash for every 200kt of Cu metal announced by the Company, upon the Company announcing a JORC-compliant copper mineral resource of at least 200kt of Cu metal at an average grade of >1% Cu.
Working Commitments and Deferred Payments	The Company must incur the following exploration expenditure on the Project and make the following deferred payments: (a) within the first 12 months of execution of the Dufay Option Agreement (Execution Date) the Company must: (i) spend C\$250,000 on exploration; (ii) pay C\$75,000 in cash; and (iii) issue 1,000,000 fully paid Ordinary shares in the capital of the Company; (b) within 24 months of the Execution Date the Company must: (i) spend C\$250,000 on exploration; (ii) pay C\$125,000 in cash; and (iii) issue 2,000,000 fully paid Ordinary shares in the capital of the Company; and (c) within 36 months of the Execution Date the Company must: (i) spend C\$250,000 on exploration; (ii) pay C\$200,000 in cash; and (iii) issue 2,000,000 fully paid Ordinary shares in the capital of the Company.
Withdrawal	(a) The Company may withdraw from the Option at any time. (b) For avoidance of doubt, upon notice of withdrawal, the Company is no longer obligated to make any further payments to the Dufay Project Vendors or towards the Project.

TERMS	DUFAY OPTION AGREEMENT
Other Terms	<p>(a) Any consideration payable under the Agreement is to be paid to the Dufay Project Vendors in amounts proportional to their interest in the Project.</p> <p>(b) Other than as noted above, the Agreement otherwise contains terms which are standard for an agreement of this type.</p>

SCHEDULE 2 – MATERIAL TERMS OF THE BOUSQUET OPTION AGREEMENT

The material terms and conditions of the Bousquet Option Agreement are summarised below:

TERMS	BOUSQUET OPTION AGREEMENT
Earn-in	Bullion Gold grants the Company an exclusive option to earn up to 80% of the rights, title and interest in the mineral claims and associated assets that comprise the Bousquet Project (Project) (Earn-in).
Consideration	<p>The consideration payable to Bullion Gold by the Company under the Agreement comprises:</p> <p>(a) upfront consideration of:</p> <ul style="list-style-type: none"> (i) C\$100,000 in cash; and (ii) C\$50,000 worth of fully paid Ordinary shares in the capital of the Company based on a deemed issue price equal to the 15-day VWAP of the Company's Shares immediately prior to execution of the Bousquet Option Agreement (Execution Date); <p>(Upfront Consideration)</p> <p>(b) the following deferred payments which can be accelerated at the Company's election:</p> <ul style="list-style-type: none"> (i) on the date which is 12 months after the Execution Date, the Company must: <ul style="list-style-type: none"> (A) pay C\$100,000 in cash; and (B) subject to Shareholder approval, issue C\$50,000 worth of Shares based on a deemed issue price equal to the 15-day VWAP prior to the issue date (Deemed Issue Price); (ii) on the date which is 24 months after the Execution Date, the Company must: <ul style="list-style-type: none"> (A) pay C\$150,000 in cash; and (B) subject to Shareholder approval, issue C\$50,000 worth of Shares at the Deemed Issue Price (taking the Company's ownership of the Project to 51%, subject to the Company spending the first \$1,000,000 pursuant to the Minimum Expenditure below); (iii) on each of the dates which is 36 months, 48 months and 60 months after the Execution Date, the Company must: <ul style="list-style-type: none"> (A) pay C\$50,000 in cash; and (B) subject to Shareholder approval, issue C\$25,000 worth of Shares at the Deemed Issue Price; (iv) on the date which is 6 years after the Execution Date, the Company must: <ul style="list-style-type: none"> (A) pay C\$150,000 in cash; and (B) subject to Shareholder approval, issue C\$75,000 worth of Shares at the Deemed Issue Price; and

TERMS	BOUSQUET OPTION AGREEMENT
	<p>(v) on the date which is 7 years after the Execution Date, the Company must:</p> <p>(A) pay C\$200,000 in cash; and</p> <p>(B) subject to Shareholder approval, issue C\$100,000 worth of Shares at the Deemed Issue Price,</p> <p>(together, the Deferred Payments).</p>
Performance Payments	<p>The Company must make the following performance payments to Bullion Gold:</p> <p>(a) upon the Company announcing JORC-compliant gold mineral resource of at least 1 million ounces at an average grade >1.0g/t Au and a minimum cut-off grade of 0.3 g/t (JORC Announcement), C\$1.50 in cash per every ounce announced by the Company up to a maximum of 250,000 ounces;</p> <p>(b) upon the Company making the JORC Announcement, C\$1 in cash per every ounce announced by the Company above 250,001 ounces up to a maximum of 500,000 ounces; and</p> <p>(c) upon the Company making the JORC Announcement, C\$0.50 in cash per every ounce announced by the Company above 500,000 ounces.</p>
Minimum Expenditure	<p>The Company must incur the following exploration expenditure on the Project:</p> <p>(a) C\$300,000 within 12 months from the Execution Date;</p> <p>(b) C\$300,000 within 24 months from the Execution Date;</p> <p>(c) C\$400,000 within 36 months from the Execution Date;</p> <p>(d) C\$200,000 within each subsequent 12 month period for a total of a further C\$1,000,000 within 96 months from the Execution Date,</p> <p>(Minimum Expenditure).</p>
Withdrawal	<p>(a) The Company may withdraw from the Earn-in at any time.</p> <p>(b) Upon notice of withdrawal, the Company no longer has to make the Deferred Payments.</p> <p>(c) If the Company withdraws from the Earn-in after the date that is 24 months after the Execution Date, a joint venture will be formed with the parties' interests in the joint venture and Project as follows:</p> <p>(i) the Company - 49%; and</p> <p>(ii) Bullion Gold - 51%,</p> <p>(Joint Venture).</p> <p>Bullion Gold will become the manager of the Joint Venture and the project as a fully pro rata contribute or dilute joint venture.</p>
Other Terms	<p>(a) The Company may accelerate any of the payments under the Agreement at its discretion.</p> <p>(b) Other than as noted above, the Agreement otherwise contains terms which are standard for an agreement of this type.</p>

SCHEDULE 3 – OPTIONS

The terms and conditions of the Options are set out in the table below.

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise for each Option is \$0.15 (Exercise Price).
3.	Expiry Date	<p>The expiry date for each Option is 5:00 pm (AWST) on the date that is three (3) years from the date of issue (Expiry Date).</p> <p>An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</p>
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) 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.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of Issue of Shares on Exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. <p>If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
8.	Shares issued on Exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to

		comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	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.
11.	Change in Exercise Price	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

(a) Vesting Conditions and Expiry Dates

The Performance Rights shall be subject to the following **Vesting Conditions** and shall have the following **Expiry Dates**:

CLASS	VESTING CONDITION	EXPIRY DATE
A	The holder completing 12 months continuous service to the Company from the date of grant.	The date that is 18 months from the date of issue.
B	The holder completing 24 months continuous service to the Company from the date of grant.	The date that is 30 months from the date of issue.
C	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 250,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t.	The date that is four years from the date of issue.
D	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 500,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the vesting of the Class C Performance Rights.	The date that is four years from the date of issue.
E	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 750,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the vesting of the Class C and Class D Performance Rights.	The date that is four years from the date of issue.
F	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 1,000,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the vesting of the Class C, Class D, and Class E Performance Rights.	The date that is four years from the date of issue.

(b) Notification to holder

The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.

(c) **Conversion**

Subject to paragraph (o), upon satisfaction of the applicable Vesting Condition, each Performance Right will, at the election of the holder, convert into one Share.

(d) **Lapse of a Performance Rights**

Any Performance Right that has not been converted into a Share prior to the Expiry Date specified in paragraph (a) will automatically lapse.

(e) **Fraudulent or dishonest action**

If the holder (or the person who nominated the holder to receive the Performance Rights) ceases to be an employee or Director of the Company in circumstances where the cessation or termination is specifically referenced to the holder (or such person) having been found to have acted fraudulently or dishonestly in the performance of his or her duties, then the Board must deem any Performance Rights (including any vested but unexercised Performance Rights) of the holder to have immediately lapsed and be forfeited.

(f) **Ceasing to be an employee or Director**

If a holder (or the person who nominated the holder to receive the Performance Rights) ceases to be an employee or Director of the Company in circumstances where the cessation or termination arises because the holder (or such person):

- (i) voluntarily resigns his or her position (other than to take up employment with a subsidiary of the Company);
- (ii) wilfully breaches the terms of the engagement of the holder or any policy of the Company's published policies regulating the behaviour of holder (or such person);
- (iii) is convicted of a criminal offence which, in the reasonable opinion of the Company, might tend to injure the reputation or the business of the Company; or
- (iv) is found guilty of a breach of the Corporations Act and the Board considers that it brings the holder or the Company into disrepute,

then:

- (v) unless the Board decides otherwise in its absolute discretion, will deem any Performance Rights of the holder to have immediately lapsed and be forfeited; and
- (vi) any Performance Rights that have vested will continue in existence in accordance with their terms of issue only if the relevant Vesting Conditions have previously been met and any Shares issued on satisfaction of the applicable Vesting Conditions will remain the property of the holder.

(g) **Other circumstances**

The Performance Rights will not lapse and be forfeited where the holder ceases to be an employee or Director of the Company for one of the following reasons:

- (i) death or total permanent disability (in respect of total permanent disability being that because of a sickness or injury, the holder is unable to work in his or her own or any occupation for which they are suited by training, education, or experience for a period beyond one year);
- (ii) redundancy (being where the holder ceases to be an employee or Director due to the Company no longer requiring the holder's position to be performed by any person); or
- (iii) any other reason, other than a reason listed in rules (f) and (g) (not including (g)(i), in which case the Board may exercise its absolute discretion to allow the resigned to retain their Performance Rights), that the Board determines is reasonable to permit the holder to retain his or her Performance Rights,

and in those circumstances the Performance Rights will continue to be subject to the applicable Vesting Conditions.

(h) **Share ranking**

All Shares issued upon the conversion of Performance Rights on satisfaction of the applicable Vesting Condition will upon issue rank *pari passu* in all respects with other Shares.

(i) **Application to ASX**

The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(j) **Timing of issue of Shares on Conversion**

Within 10 business days after the date that Performance Rights are converted, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights.

If a notice delivered under (j)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(k) **Transfer of Performance Rights**

Upon issue the Performance Rights are not transferable.

(l) **Participation in new issues**

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

(m) **Reorganisation of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation (including any relevant share price milestone where applicable).

(n) **Dividend and voting rights**

The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(o) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the conversion of a Performance Right would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition;
- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (o)(i) within seven days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

(p) **No rights to return of capital**

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(q) **Rights on winding up**

A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(r) **No other rights**

A Performance Right gives the holder no 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.

SCHEDULE 5 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 15 to 17 have been valued by internal management.

Using an options pricing model that incorporates a trinomial option valuation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

ASSUMPTIONS:	CLASS A	CLASS B	CLASS C	CLASS D	CLASS E	CLASS F
Valuation date	14 July 2025	14 July 2025	14 July 2025	14 July 2025	14 July 2025	14 July 2025
Market price of Shares	9.9 cents	9.9 cents	9.9 cents	9.9 cents	9.9 cents	9.9 cents
Exercise price	Nil	Nil	Nil	Nil	Nil	Nil
Commencement of performance period	The date of issue.	The date of issue.	The date of issue.	The date of issue.	The date of issue.	The date of issue.
Performance measurement	The holder completing 12 months continuous service to the Company from the date of grant.	The holder completing 24 months continuous service to the Company from the date of grant.	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 250,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t.	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 500,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 750,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the	The Company announcing an inferred or greater Mineral Resource estimate in accordance with the JORC Code in respect of a gold or gold-equivalent deposit, comprising at least 1,000,000 ounces with an average grade of not less than 1.0 gram per tonne (g/t), reported using a cut-off grade of no less than 0.3 g/t. For the avoidance of doubt, the achievement of this milestone will also be deemed to satisfy and trigger the

				vesting of the Class C Performance Rights.	vesting of the Class C and Class D Performance Rights.	vesting of the Class C, Class D, and Class E Performance Rights.
Expiry date (length of time from issue)	The date that is 18 months from the date of issue.	The date that is 30 months from the date of issue.	The date that is four years from the date of issue.	The date that is four years from the date of issue.	The date that is four years from the date of issue.	The date that is four years from the date of issue.
Risk free interest rate	3.37%	3.37%	3.37%	3.37%	3.37%	3.37%
Volatility (discount)	100%	100%	100%	100%	100%	100%
Indicative value per Performance Right	8.3 cents	7.0 cents	9.9 cents	9.9 cents	9.9 cents	9.9 cents
Total Value of Performance Rights	\$41,580	\$34,927	\$198,000	\$198,000	\$247,500	\$445,500
Sean Delaney (Resolution 14)	\$41,580	\$34,927	\$99,000	\$99,000	\$148,500	\$247,500
Simon Andrew (Resolution 15)	N/A	N/A	\$49,500	\$49,500	\$49,500	\$99,000
Aidan Platel (Resolution 16)	N/A	N/A	\$49,500	\$49,500	\$49,500	\$99,000

Note: The valuation noted above is not necessarily the market price that the Incentive Performance Rights could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 6 – TERMS AND CONDITIONS OF PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	<p>The purpose of the Plan is to:</p> <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of plan Shares, Options and Performance Rights (Securities).
Maximum number of Convertible Securities	<p>The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b)).</p> <p>The maximum number of equity securities proposed to be issued under the Plan, following Shareholder approval, is 2,721,267 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.</p>
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group); (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>

Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.</p> <p>Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and <p>all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</p>
Rights attaching to Shares on exercise	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
Change of control	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary</p>

	depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

1. Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("**bid class securities**"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 37 referred to as a "**prescribed resolution**") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

2. Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 37.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 37 before the 14th day before the last day of the bid period for the proportional off-market bid (the "**resolution deadline**").

3. Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 37 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

4. Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 37, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 37, deemed to have been passed in accordance with this clause 37.

5. Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 37 before the resolution deadline, and is rejected, then:

- (a) despite section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
 - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 37.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
 - (i) is entitled to rescind; and
 - (ii) must rescind as soon as practicable after the resolution deadline,each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

6. Renewal

This clause 37 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 37.

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Olympio Metals Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:00am (WST) on Wednesday, 27 August 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Olympio Metals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (WST) on Friday, 29 August 2025 at Level 15, 2 The Esplanade, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 13, 14, 15, & 16 : If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 13, 14, 15, & 16, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval for Director Participation in Placement – Simon Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of a Director – Simon Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval for Director Participation in Placement – Sean Delaney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval for Director Participation in Placement – Aidan Platel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares to Dufay Project Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Approval to Issue Securities under an Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Deferred Shares to Dufay Project Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Issue of Performance Rights to Sean Delaney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Prior Issue of Shares to Bullion Gold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Issue of Performance Rights to Simon Andrew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Deferred Shares to Bullion Gold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Issue of Performance Rights to Aidan Platel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Prior Issue of Shares under The Placement – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Insertion of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of Prior Issue of Shares under The Placement – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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