

NAGAMBIE RESOURCES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

You are invited to attend the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Nagambie Resources Limited (**Company**) to be held at 11:00am (AEDT) on Monday, 30 November 2026.

The AGM will be a hybrid meeting, allowing Shareholders to either attend in person at RSM Partners, Level 27, 120 Collins Street, Melbourne VIC 3000 or online. If attending online, Shareholders will be able to watch, listen, ask questions and vote online.

Shareholders attending online are encouraged to register prior to the day of the AGM to ensure there is no delay in attending the AGM. Please ensure you have a free Zoom account and that you insert the email address associated with your Zoom account when pre-registering at:

https://us02web.zoom.us/webinar/register/WN_z8t_IKilQ7aPOOdWfc5K_Q

Prior to the AGM date, pre-registered online attendees will receive personalised, secure login details to access the AGM on the day. Shareholders are also strongly encouraged to lodge their proxy votes by 11.00am (AEDT) on Saturday, 28 November 2026 and in accordance with the instructions set out on the Proxy Form that accompanies this letter.

In accordance with the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Notes (**Notice**) unless individual Shareholders have made a valid election to receive documents in hard copy. Instead, a copy of the Notice is available for download from:

- the Company's share registry, Automic;
- the Company's information page on ASX (ASX: NAG); or
- from the Company's website:

<https://www.nagambieresources.com.au/investors/asx-announcements>

All Resolutions will be decided by way of a Poll. If you are unable to attend the AGM, you may wish to email any questions you want addressed at the AGM by emailing them to info@nagambieresources.com.au by 5.00pm (AEDT) on Wednesday, 25 November 2026.

The Board looks forward to welcoming you to the AGM.

Yours faithfully



Meghan Dennehy
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of Nagambie Resources Limited (**Nagambie** or **the Company**) will be held at 11:00am (AEDT) on Monday, 30 November 2026.

The AGM will be held as a hybrid meeting, which means Shareholders can attend in person or online. Details regarding how to attend the AGM are set out in 'Important Meeting Information' below.

Shareholders are strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting is given to those entitled to receive it by use of one or more technologies. A Shareholder may elect to receive a hard copy of this Notice of Meeting from the Company. The Notice of Meeting is also available on the ASX Market Announcements Platform and on the Company's website (<https://www.nagambieresources.com.au/investors/asx-announcements>).

BUSINESS:

A. ACCOUNTS AND REPORTS

To table the annual financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2026 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. ORDINARY RESOLUTIONS

To consider if, and if thought fit, pass Resolutions 1, 2, 3A to 3C, and 4 as ordinary resolutions:

1 Adoption of Remuneration Report

"That for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2026 be adopted."

2 Re-election of Mr Kevin Perrin

"That Mr Kevin Perrin, a Director retiring by rotation in accordance with the Company's Constitution and being eligible and having signified his candidature for the Office, be and is hereby re-elected a Director of the Company."

3 Issue of Options to Directors

3A Issue of Options to Mr Kevin Perrin

"That for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 (Cth) and all other purposes, approval be given in respect of the issue of 4,000,000 Options to Mr Kevin Perrin on the terms and conditions set out in the Explanatory Notes."

3B Issue of Options to Mr Mike Trumbull

“That for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 (Cth) and all other purposes, approval be given in respect of the issue of 4,000,000 Options to Mr Mike Trumbull on the terms and conditions set out in the Explanatory Notes.”

3C Issue of Options to Mr David Morgan

“That for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act 2001 (Cth) and all other purposes, approval be given in respect of the issue of 4,000,000 Options to Mr David Morgan on the terms and conditions set out in the Explanatory Notes.”

4 Ratification of issue of JP Equity Shares

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of the 2,305,893 Shares issued on 6 May 2026 under ASX Listing Rule 7.1 to JP Equity and its nominees, on the terms and conditions set out in the Explanatory Notes.”

C. SPECIAL RESOLUTION

To consider if, and if thought fit, pass Resolution 5 as a special resolution:

5 Approval of 10% Placement Capacity

“That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the issued capital of the Company (at the time of the issue or the agreement to issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Notes.”

By Order of the Board



Meghan Dennehy
Company Secretary

30 October 2026

IMPORTANT MEETING INFORMATION

Physical Venue

The AGM will be held at RSM Partners, Level 27, 120 Collins Street, Melbourne VIC 3000.

Accessing the Meeting Online

The Company is pleased to also provide Shareholders with the opportunity to attend and participate in the Meeting through an online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online.

Shareholders are encouraged to register prior to the day of the Meeting to ensure there is no delay in attending the Meeting.

To access the virtual Meeting:

- 1 Please pre-register by opening your internet browser and going to:
https://us02web.zoom.us/webinar/register/WN_z8t_IKilO7aPOdWfc5K_Q
- 2 Enter your registered holding name, email address, HIN/SRN and postcode and click “**register**”.
- 3 Once your details are verified, you will receive a separate email with login details and instructions to access the Meeting.
- 4 Click on the personalised URL you will be sent to join the Meeting, where you can view and listen to the Meeting, vote during the poll as well as ask questions in relation to the business of the Meeting.
- 5 Once the chair of the Meeting has declared the poll open for voting, select “For”, “Against” or “Abstain” for the Resolution.

Shareholder Questions

Should you have a question in relation to the Meeting, you are encouraged to email the question to info@nagambieresources.com.au by 5:00pm (AEDT) on Wednesday, 25 November 2026.

There will be provision made during the AGM for Shareholders to ask questions in real time.

Your vote is important

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

Voting in person and online

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

Shareholders may vote online when attending the Meeting.

You are encouraged to lodge a proxy vote beforehand. Voting at the Meeting will be conducted by poll. The poll will be conducted based on votes submitted by proxy and by Shareholders who submit their poll votes at the Meeting.

VOTING EXCLUSION STATEMENT

In accordance with ASX 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 persons named in the table below or an associate of that person or those persons:

Resolutions 3A to 3C – Approval of issue of Options to Directors	Persons who are to receive the securities in question 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 entity), and any associates of those persons.
Resolution 4 – Ratification of issue of JP Equity Shares	Persons who participated in the issue being approved, and any associates of those persons.

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

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Resolution, where the vote is cast in accordance with directions given to the proxy or attorney to vote in that way; or
- (b) the chair of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Resolution, where the vote is cast in accordance with a direction given to the chair to vote 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 that:
 - (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 the beneficiary's directions.

VOTING PROHIBITION STATEMENT

In accordance with the *Corporations Act 2001* (Cth), a person appointed as a proxy must not vote on Resolution 1 or Resolutions 3A, 3B and 3C if:

- (a) the proxy is either:
 - (i) a member of the key management personnel; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above prohibition does not apply to a vote cast on Resolution 1 or Resolutions 3A, 3B and 3C by the Chair acting as proxy for a person who is entitled to vote on the relevant Resolution, where the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 30 October 2026 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

RESOLUTION 1 ADOPTION OF REMUNERATION REPORT

1.1. Summary

The Company is required to include in its Directors' Report a detailed Remuneration Report relating to remuneration received by the Company's key management personnel. Section 300A of the *Corporations Act 2001* (Cth) (**Act**) sets out the information required to be included in the Remuneration Report. A copy of the Remuneration Report appears in the Company's Annual Report for the year ended 30 June 2026.

Sections 249L(2) and 250R(2) of the Corporations Act require that a resolution that the Remuneration Report be adopted be put to a vote of Shareholders at the Company's annual general meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under section 250SA of the Corporations Act, Shareholders must be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company.

1.2. Voting prohibition statement

A voting prohibition statement has been included in this Notice.

RESOLUTION 2 RE-ELECTION OF MR KEVIN PERRIN

2.1. Background

Rule 16.1(b) of the Constitution requires at least one third of the Directors to retire each year (by rotation). Mr Kevin Perrin retires this year in accordance with this rule and is permitted to seek re-election. The Board has reviewed Mr Perrin's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role.

2.2. Board recommendation

Accordingly, the Board supports the re-election of Mr Kevin Perrin and recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 ISSUE OF OPTIONS TO DIRECTORS

3.1. ASX Listing Rule 10.11

Approval is sought pursuant to ASX Listing Rule 10.11 for the issue of a total of 12,000,000 Options to Directors of the Company. Pursuant to ASX Listing Rule 10.11 the Company may not issue securities to a related party without the prior approval of the Shareholders.

Each of Resolution 3A (Issue of Options to Mr Kevin Perrin), Resolution 3B (Issue of Options to Mr Mike

Trumbull) and Resolution 3C (Issue of Options to Mr David Morgan) seeks Shareholder approval for the issue of Options to a Director of the Company in accordance with ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

3.2. Issue of Options

The following information is provided in accordance with ASX Listing Rule 10.13 in relation to each of Resolutions 3A to 3C:

Requirement	Information
(a) Name of the person(s) to whom the Company proposes to issue the securities	<p>The Options will be issued to:</p> <ul style="list-style-type: none"> (i) Mr Kevin Perrin (or nominee) (Resolution 3A); (ii) Mr Michael Trumbull (or nominee) (Resolution 3B); and (iii) Mr David Morgan (or nominee) (Resolution 3C).
(b) Relationship of related party and Listing Rule category	Mr Perrin, Mr Trumbull, and Mr Morgan are all Directors of the Company and are therefore related parties under ASX Listing Rule 10.11.1.
(c) Number and class of securities to be issued	<p>12,000,000 Options are to be divided among the Directors as follows:</p> <ul style="list-style-type: none"> (i) 4,000,000 Options to Mr Perrin (or nominee) (Resolution 3A); (ii) 4,000,000 Options to Mr Trumbull (or nominee) (Resolution 3B); and (iii) 4,000,000 Options to Mr Morgan (or nominee) (Resolution 3C).
(d) Maximum number of securities to be issued upon exercise of Options	Upon exercise, the Options may be exercised into a maximum of 12,000,000 Shares ranking equally with the existing Shares in the Company
(e) Date of issue and allotment	Subject to obtaining Shareholder approval, the Company will issue and allot the Options within one month of the date of the Meeting.
(f) Issue price and terms of issue	<p>The Options will be issued without consideration. The Options are exercisable at the greater of 150% of the Company's closing price of Shares on the trading day immediately preceding the date of issue of the Options or \$0.04, before the fifth anniversary of their date of issue.</p> <p>Full terms and conditions of the Options are detailed in Annexure A.</p>

Requirement	Information
(g) Intended use of the funds raised	Any funds raised from the exercise of the Options will be applied towards the Company's working capital requirements.
(h) Details of Directors' current total remuneration package	Details of the Directors' current total remuneration packages are set out in Section 3.7 below.
(i) Voting exclusion statement	A voting exclusions statement has been included in this Notice of Meeting.

3.3. Additional information required by ASX Listing Rule 14.1A

If Resolution 3A, 3B or 3C is not passed, the Company will not be able to proceed with the issue of the relevant Options to that Director, and that Director will not receive the Options the subject of that Resolution. If the relevant Resolution is passed, the Company will be able to issue the Options to that Director on the terms set out in these Explanatory Notes.

3.4. Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless a relevant exception applies.

The term financial benefit is widely defined and includes the issue of securities such as Options. The term related party includes a director of the Company.

The prohibition does not apply where a resolution is passed by the Company permitting the benefit to be given. Accordingly, each of Resolutions 3A to 3C is also being proposed for the purpose of obtaining Shareholder approval for the purposes of Chapter 2E of the Corporations Act.

Section 219 of the Corporations Act requires the following information to be provided to Shareholders:

Requirement	Information
(a) Related party	<p>The following persons are Directors of the Company and are therefore the related parties to whom a financial benefit will be given under Resolutions 3A to 3C:</p> <ul style="list-style-type: none"> (i) Mr Kevin Perrin (Resolution 3A); (ii) Mr Michael Trumbull (Resolution 3B); and (iii) Mr David Morgan (Resolution 3C).
(b) Nature of the financial benefit	<p>The financial benefit to be given to the Directors of the Company pursuant to Resolutions 3A to 3C is as follows:</p> <ul style="list-style-type: none"> (i) Mr Perrin (Resolution 3A) – the issue of 4,000,000 Options;

Requirement	Information
	<p>(ii) Mr Trumbull (Resolution 3B) - the issue of 4,000,000 Options; and</p> <p>(iii) Mr Morgan (Resolution 3C)- the issue of 4,000,000 Options.</p> <p>The terms and conditions of the Options are described under Section 3.2(f) above.</p> <p>The purpose of the issue is to remunerate Directors as an incentive for future services. The Directors consider it important that the Company is able to attract and retain people of the highest calibre.</p> <p>The Directors consider that the most appropriate means of achieving this is to provide the Directors with an opportunity to participate in the Company's future growth and give them an incentive to contribute to that growth.</p> <p>The issue of Options as part of the remuneration packages of directors is a well-established practice of junior exploration publicly listed companies and, in the case of the Company, has the benefit of conserving cash whilst rewarding directors.</p> <p>In determining the number of Options to be granted, consideration was given to the relevant experience of the Directors, the respective overall remuneration and the terms of the Options.</p>
(c) Directors' recommendation, reasons for recommendation and Directors' interests	<p>Each recipient of Options contemplated by Resolutions 3A-3C is a related party of the Company as a Director. Accordingly:</p> <p>(i) Mr Kevin Perrin has a material personal interest in the outcome of Resolution 3A;</p> <p>(ii) Mr Michael Trumbull has a material personal interest in the outcome of Resolution 3B; and</p> <p>(iii) Mr David Morgan has a material personal interest in the outcome of Resolution 3C.</p> <p>In the interests of good corporate governance, the Directors decline to make any recommendations as to how Shareholders should vote on any of Resolutions 3A to 3C (not just in respect of that Resolution in which they individually have a material personal interest) as they may each acquire a Relevant Interest in Shares if Resolutions 3A to 3C are approved.</p>

Requirement	Information
(d) Independent Valuer Report	Please refer to Section 3.5 below.
(e) Trading history	At the close of trading on 23 October 2026, being the last practical date preceding the date that this Notice was distributed to shareholders, the share price of the Shares was \$0.012. In the 12 months prior to the date of this Notice, the Shares traded at a high of \$0.019 on 4 February 2026 and 7 October 2026, and a low of \$0.006 on 29 July 2026 and 31 July 2026.
(f) Opportunity cost	The Directors do not consider that there are any material opportunity costs to the Company or benefits foregone by the Company in issuing the Options pursuant to Resolutions 3A to 3C.
(g) Taxation consequences	The Directors are not aware of any taxation consequences that will arise from the issue of Options pursuant to Resolutions 3A to 3C
(h) Director's interest in the Shares	Please refer to Section 3.6 below.
(i) Director's remuneration	Please refer to Section 3.7 below.
(j) Voting exclusion statement	A voting exclusion statement has been included in this Notice of Meeting.

3.5. Independent Valuer Report

The Company has commissioned HLB Mann Judd, as Independent Valuer, to provide an independent valuation in relation to the issues of Options proposed by Resolutions 3A to 3C.

These Explanatory Notes aim to provide Shareholders with all information that is reasonably required by Shareholders to decide whether or not it is in the Company's interests to pass Resolutions 3A to 3C. In particular, key findings and assumptions of the Independent Valuer's valuation of the Options to be issued pursuant to Resolutions 3A to 3C are set out below.

The Independent Valuer has assessed the value of each Option at \$0.01239791, or \$49,591.62 for the parcel of 4,000,000 Options to be issued to each of Mr Perrin (Resolution 3A), Mr Trumbull (Resolution 3B) and Mr Morgan (Resolution 3C). The Options have been valued using the Binomial Tree (Lattice) Option Valuation Model. This valuation is based on the following variables and assumptions being considered:

Assumption/Variable	Description
The current Share price of the underlying Shares	The Independent Valuer determined that the current market value of the Shares on 8 October 2026 was \$0.016.
The exercise price of the Options	The exercise price of the Options will be at the greater of 150% of the Company's closing price of Shares on the trading day immediately preceding the date of issue of the Options, or \$0.04.
The volatility of the Share price	The Independent Valuer has reviewed a 5-year period of the Company's trading history in assessing the volatility of the Share price. The Independent Valuer has concluded that an expected share price volatility of 124.472% is appropriate
The vesting conditions	The Options vest immediately upon issue.
Time to maturity	The Options expire five years after the date of issue.
The risk free rate of interest	The Independent Valuer used the 5-year Australian Government Bond benchmark yield as of 7 October 2026 to determine the risk free rate of interest. The rate used was 4.892% (continuously compounded).

3.6. Director's interest in the shares

The table below illustrates the following:

- (a) the first column sets out each Director in the Company;
- (b) the second column sets out the relevant interest of each Director in the Shares;
- (c) the third column sets out the relevant interest of each Director in existing Unlisted Options;
- (d) the fourth column sets out the number of Options to be issued to each Director pursuant to Resolutions 3A to 3C;
- (e) the fifth column sets out the value of Options to be issued to each Director pursuant to Resolutions 3A to 3C;
- (f) the sixth column sets out that if the Director exercises all of their Unlisted Options, the total Shares held by that Director;
- (g) the seventh column sets out that if the Options are issued to that Director and that Director exercises all of their Options (including the existing Unlisted Options held by that Director) but none of the Options held by the other Directors are exercised, the total Shares on issue in the Company; and

- (h) the eighth column sets out the relevant interest in the Shares held by each Director if the Options issued to that Director pursuant to Resolutions 3A to 3C and the Directors' existing Unlisted Options are exercised.

Director	Current Relevant Interest [1]		Options to be issued pursuant to Resolution 3	Value of Options to be issued pursuant to Resolution 3	Total Shares if Unlisted Options exercised [2]		% Relevant interest if all Unlisted Options exercised [2]
	Shares	Existing Unlisted Options			Director's Shares	Total Shares on Issue	
Mr Perrin (Resolution 3A)	233,688,367	12,000,000	4,000,000	\$49,591.62	249,688,367	1,280,294,534	19.75%
Mr Trumbull (Resolution 3B)	30,934,962	20,000,000	4,000,000	\$49,591.62	54,934,962	1,288,294,534	4.35%
Mr Morgan (Resolution 3C)	1,461,538	4,000,000	4,000,000	\$49,591.62	9,461,538	1,272,294,534	0.75%

[1] The Directors do not currently hold any convertible notes or listed options issued by the Company.

[2] Assumes that none of the Unlisted Options issued to other Directors, and no existing Unlisted Options held by persons other than the Director, are exercised.

3.7. Directors' Remuneration

The table below sets out each Director's current total remuneration package, comprising remuneration paid or payable in respect of the 2025/2026 fiscal year to the Directors, or companies controlled by those individuals, inclusive of superannuation and director fees where applicable, the value of option previously granted to the Director, and the value of the Options proposed to be granted pursuant to Resolutions 3A to 3C, which is, and is subject to Shareholder approval of the relevant Resolution.

Director	Salary and Fees	Options Previously Granted	Total Remuneration Package	Options Proposed to be issued (Resolutions 3A to 3C)
Mr Perrin (Resolution 3A)	\$69,440	\$33,095	\$102,535	\$49,591.62
Mr Trumbull (Resolution 3B)	\$168,000	\$33,095	\$201,095	\$49,591.62
Mr Morgan (Resolution 3C)	\$40,499	\$33,095	\$73,594	\$49,591.62

It is anticipated that the remuneration to be paid to Directors for the 2026/2027 fiscal year or deferred in the event of cashflow not reaching required levels (inclusive of superannuation and director's fees where applicable), will be similar to the fees set out in the table above.

3.8. Voting Prohibition

A voting prohibition statement has been included in this Notice.

RESOLUTION 4 RATIFICATION OF ISSUE OF JP EQUITY SHARES

4.1. Background

On 1 August 2025, the Company announced a capital raising through the issue of Shares in the Company (**August Placement**), agreed under a mandate between the Company and JP Equity dated 29 July 2025 (**Mandate**). JP Equity acted as lead manager for the August Placement, and under the Mandate it was agreed that the Company would pay JP Equity a monthly retainer of \$6,500 (exclusive of GST) per month for 12 months for corporate advice to be provided by JP Equity (**Retainer**). The Retainer was to be paid in equity on a quarterly basis using the 15-trading-day volume weighted average price (**VWAP**) of the Company's Shares up to the trading day prior to the relevant issue date.

For the purpose of ASX Listing Rule 7.4 and for all other purposes, Resolution 4 seeks Shareholders' ratification of the issue of 2,305,893 ordinary fully paid shares issued on 6 May 2026 (**JP Equity Shares**) in satisfaction of the Retainer for the period from 1 January 2026 to 30 April 2026 (being the March 2026 quarter and, following the parties' agreement to terminate the Engagement effective 30 April 2026, a pro-rated additional month to that date). The number of JP Equity Shares was calculated using the 15-day VWAP of the Company's Shares to 31 March 2026 of \$0.012403. The issue of the JP Equity Shares fully satisfies the Retainer, being for four months of \$6,500 (plus GST) per month totally \$28,600, and no balance remains payable in cash or securities.

The issue of the JP Equity Shares was undertaken without Shareholder approval in compliance with ASX Listing Rule 7.1. As such, Resolution 4 seeks the Shareholders' ratification of the issue of the JP Equity Shares, so as to increase the Company's capacity to issue new securities under ASX Listing Rules 7.1.

4.2. Requirements of the ASX Listing Rules

ASX Listing Rule 7.4 permits a listed company to subsequently approve an issue of, or agreement to issue, securities made without prior shareholder approval under ASX Listing Rule 7.1. Resolution 4 has been included in this Notice to preserve the Company's ability to issue further securities under ASX Listing Rule 7.1 and 7.1A.

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12-month period where the total number of equity securities to be issued exceeds 15% of the total number of fully paid ordinary securities on issue 12 months before the date of the issue, except where an exception applies or with prior approval of members of the company at an AGM.

ASX Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued share capital (at the time of the issue or the agreement to issue) through placements over a 12-month period after the annual general meeting.

This 10% placement capacity is in addition to a listed company's 15% placement capacity pursuant to ASX Listing Rule 7.1. As such, Resolution 4 seeks the Shareholders' ratification of the issue of the JP Equity Shares so as to increase the Company's capacity to issue new securities under ASX Listing Rule 7.1 and 7.1A.

4.3. Information required by ASX Listing Rule 7.5

Pursuant to ASX Listing Rule 7.5 and to enable the Shareholders to ratify the issue of the JP Equity Shares, the subject of Resolution 4, Shareholders are provided with the following information in respect of the issue of those securities:

Requirement	Information
(a) Name of the person(s) to whom the Company issued the securities	<p>(i) JP Equity Holdings Pty Ltd;</p> <p>(ii) Send it Nominees Pty Ltd <Toowoo Family A/C>; and</p> <p>(iii) Mr Andrew James Todd.</p> <p>Send it Nominees Pty Ltd <Toowoo Family A/C> and Mr Andrew James Todd are related parties and nominees of JP Equity who, together with JP Equity Holdings Pty Ltd, were nominated to receive the JP Equity Shares as satisfaction of the Retainer, using the same percentage allocation as applied to prior quarterly issues under the Mandate.</p>
(b) Number of and class of securities issued	<p>A total of 2,305,893 Shares were issued on 6 May 2026 under ASX Listing Rule 7.1. The JP Equity Shares were issued as follows:</p> <p>(i) 1,152,947 Shares were issued to JP Equity Holdings Pty Ltd;</p> <p>(ii) 576,473 Shares were issued to Send it Nominees Pty Ltd <Toowoo Family A/C>; and</p> <p>(iii) 576,473 Shares were issued to Mr Andrew James Todd.</p>
(c) Terms of securities issued	The JP Equity Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
(d) Date on which the securities were issued	6 May 2026
(e) Issue price	\$0.012403 per Share
(f) Purpose of issue and use of the funds raised	The purpose of the issue is to pay the Retainer, the terms of which are described at Section 4.1 of this Notice. There were no funds raised from this issue, as the shares were issued in consideration for the professional services provided by JP Equity under the Mandate.
(g) Summary of material terms of the agreement	Please refer to Section 4.1 of this Notice which contains a summary of the material terms of the Mandate, which is the agreement under which the JP Equity Shares were issued.
(h) Voting exclusion statement	A voting exclusion statement has been included in this Notice.

4.4. Additional Information Required by ASX Listing Rule 14.1A

In accordance with ASX Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 4, the Company's placement capacity under ASX Listing Rule 7.1 will be reduced by the number of the securities subject of Resolution 4 until the earlier of subsequent Shareholder approval to ratify the issue, or 12 months from the date of issue. In the event that Shareholders approve Resolution 4, the Company's calculation for determining the placement capacity under ASX Listing Rule 7.1 will be increased by the number of the securities the subject of Resolution 4.

4.5. Board recommendation

The Board recommends that Shareholders approve the past issue of the JP Equity Shares by passing Resolution 4.

RESOLUTION 5 APPROVAL OF 10% PLACEMENT CAPACITY

5.1. Background

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue equity securities under the 10% Placement Facility. The effect of this Resolution is to allow the Directors to issue equity securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

5.2. ASX Listing Rules information

Summary of Listing Rule 7.1A

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

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% (**10% Placement Facility**) to 25%.

An 'eligible entity' for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

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

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% Placement Facility to issue equity securities without Shareholder approval provided for in LR 7.1A and will remain

subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Formula for Calculating the 10% Placement Facility – Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12-month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):

- (A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.4.

The ability of an entity to issue equity securities under Listing Rule 7.1A is in addition to the entity's 15% Capacity under Listing Rule 7.1. The actual number of equity securities that the Company will

have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula stated above.

Type and Number of Equity Securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has on issue the following class(es) of quoted equity securities:

ASX Security Code and Description	Total Number
NAG: ORDINARY FULLY PAID	1,264,294,534

5.3. Specific information required by Listing Rule 7.3A

Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Annual General Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Annual General Meeting;
- (b) the time and date of the Company's next Annual General Meeting; and
- (c) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

The Company will only issue and allot the equity securities approved under the 10% Placement Facility during the 10% Placement Period.

Minimum Issue Price and Cash Consideration

The equity securities will be issued for cash consideration at an issue price of not less than 75% of the VWAP for the Company's equity securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the 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.

Purposes of the Funds Raised

The purposes for which the funds raised by an issue under the 10% Placement Facility under rule 7.1A.2 may be used by the Company for the Company's current business and/or general working capital.

Risk of Economic and Voting Dilution

If this Resolution is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of this Annual General Meeting; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 23 October 2026 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The dilution table also shows:

- (a) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the Current Share Price of \$0.012.

Variable 'A' in Listing Rule 7.1A.2		Issue price		
		50% decrease in Current Share Price	Current Share Price	100% increase in Current Share Price
		\$0.006	\$0.012	\$0.024
Current Variable A 1,264,294,534 Shares	10% Voting Dilution		126,429,453 Shares	
	Funds raised	\$758,577	\$1,517,153	\$3,034,307
50% increase in current Variable A 1,896,441,801 Shares	10% Voting Dilution		189,644,180 Shares	
	Funds raised	\$1,137,865	\$2,275,730	\$4,551,460
100% increase in current Variable A 2,528,589,068 Shares	10% Voting Dilution		252,858,906 Shares	
	Funds raised	\$1,517,153	\$3,034,307	\$6,068,614

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (b) No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;
- (c) 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%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (g) The Current Share Price is \$0.012, being the closing price of the Shares on ASX on 23 October 2026.

Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

Previous issues under ASX Listing Rule 7.1A

The Company obtained approval under ASX Listing Rule 7.1A at its last annual general meeting on 26 November 2025. However, the Company has not issued or agreed to issue any securities pursuant to ASX Listing Rule 7.1A.2 (the Company's **10% Placement Capacity**) since that approval was obtained.

5.4. Special Resolution

The ability to issue equity securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

5.5. Board Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and recommend that Shareholders vote in favour of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

5.6. Voting Exclusions

At the date of this Notice, the Company has not proposed to make an issue of equity securities under the 10% Placement Facility. No existing Shareholder's votes will therefore be excluded from voting on Resolution 5.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the Meeting, Shares will be taken to be held by those persons recorded on the Company's register as at **11:00am (AEDT) on Saturday, 28 November 2026**.

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

Voting

On a poll, every Shareholder present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote for every Share held.

Proxies

A Shareholder entitled to attend and vote at the Meeting may appoint one or two persons to attend and vote at the Meeting as the Shareholder's proxy. If you wish to appoint a second proxy, you will need to complete a second form. Automatic, the Company's share registry, will provide additional Proxy Forms upon request.

A proxy need not be a Shareholder. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

The Proxy Form must be lodged online or deposited at the share registry of the Company, Automatic, at Level 5, 126 Phillip Street, Sydney NSW 2000 or as otherwise set out in the Proxy Form by **11.00am (AEDT) on Saturday, 28 November 2026**.

Shareholders and their proxies should note that sections 250BB and 250BC of the Corporations Act apply to voting by proxy. In particular:

- (e) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- (f) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (g) if the proxy is the chair of the Meeting at which the resolution is voted on, the proxy must vote on a poll and must vote as directed; and
- (h) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed.
- (i) If a proxy is also a Shareholder, this subsection does not affect the way that the person can cast any votes they hold as a Shareholder.
- (j) If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution and
- (k) the appointed proxy is not the chair of the Meeting;
- (l) at the Meeting, a poll is duly demanded on the resolution and either of the following applies:
 - (i) the proxy is not recorded as attending the Meeting;

- (ii) the proxy does not vote on the resolution,
- (m) the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the Meeting.

Glossary

\$ means Australian dollars.

10% Placement Facility has the meaning given to that term in Section 5.2.

10% Placement Period has the meaning given to that term in Section 5.3.

ASX means ASX Limited (ACN 008 624 691).

AGM means the annual general meeting of Shareholders of the Company.

August Placement has the meaning given to that term in Section 4.1.

Automic means Automic Pty Ltd, the Company's share registry.

ASX Listing Rules means the official listing rules of the ASX.

Board means the board of Directors.

Chair or **Chairman** means the chair of the Meeting.

Constitution means the constitution of the Company, as amended from time to time.

Company means Nagambie Resources Limited (ACN 111 587 163).

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

Director means a director of the Company.

Explanatory Notes means the explanatory notes accompanying the Notice of Meeting.

Independent Valuer means HLB Mann Judd, the independent valuer commissioned by the Company to value the Options the subject of Resolutions 3A to 3C, as described in Section 3.5.

JP Equity means JP Equity Holdings Pty Ltd (ACN 626 933 364).

JP Equity Shares means the 2,305,893 ordinary fully paid Shares issued on 6 May 2026 to JP Equity Holdings Pty Ltd and its nominees, the subject of Resolution 4.

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.

Mandate means the mandate entered into between the Company and JP Equity on 29 July 2025.

Meeting means the annual general meeting of Shareholders convened pursuant to the Notice.

Notice or **Notice of Meeting** means this notice of Meeting which accompanies the Explanatory Notes.

Options means options to subscribe for Shares, including the options proposed to be issued pursuant to Resolutions 3A to 3C on the terms set out in Annexure A.

Poll means a poll of Shareholders conducted in accordance with the Constitution and the Corporations Act, as described under 'Voting' in the General Notes.

Proxy Form means the proxy form accompanying the Explanatory Notes.

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

Retainer means the retainer created under the Mandate, as described in Section 4.1.

Section means a numbered section of the Explanatory Notes (including where a Section is referred to as forming part of, or being described in, the Notice of Meeting).

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

Shareholder means a holder of a Share.

1 Interpretation

- (a) **ASX** means ASX Limited (ACN 008 624 691);
- (b) **ASX Listing Rules** means the official listing rules of the ASX;
- (c) **Board** means the board of directors of the Company;
- (d) **Business Day** means a day not being a Saturday, Sunday or public holiday, on which banks are generally open for business in Victoria;
- (e) **Company** means Nagambie Resources Limited (ACN 111 587 163);
- (f) **Corporations Act** means the Corporations Act 2001 (Cth) as amended from time;
- (g) **Official List** has the meaning given to that term in the ASX Listing Rules;
- (h) **Options** means the options issued, or to be issued to the Optionholder on the terms detailed in these Terms of Options;
- (i) **Quotation** has the meaning given to that term in the ASX Listing Rules;
- (j) **Shareholder** and **Shareholders** means a person who owns shares in the capital of the Company, notwithstanding that those shares may not be fully paid; and
- (k) **Shares** means fully paid ordinary shares in the capital of the Company.

2 Entitlement

- (a) Each Option entitles the Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (b) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

3 Exercise of Options

- (a) The exercise price is the greater of 150% of the Company's closing price of Shares on the trading day immediately preceding the date of issue or \$0.04.
- (b) The expiry date of the Options is 5 years from the date of issue (**Expiry Date**).
- (c) An Option not exercised by the Expiry Date will automatically lapse at 5:00pm on the Expiry Date.
- (d) The Options may be exercised in parcels of no less than 100,000 at a time.
- (e) Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry.
- (f) Remittances must be made payable to 'Nagambie Resources Limited' and cheques should be crossed 'Not Negotiable'.
- (g) All Options will lapse on the earlier of the:
- (h) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Options; or

- (i) In the event of liquidation of the Company, all unexercised Options will lapse.

4 Quotation

- (a) The Company will not apply to the ASX for official quotation of the Options.
- (b) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 business days (as defined in the ASX Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

5 Participation in Securities Issues

Subject to paragraph 6 below, the holder is not entitled to participate in new issues of securities without exercising the Options.

6 Participation in a Reorganisation of Capital

- (a) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the ASX Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on shareholders of the Company.
- (b) In any reorganisation as referred to in paragraph 6(a), Options will be treated in the following manner:
 - (i) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (ii) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (iii) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (iv) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (v) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (vi) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

7 Adjustments to Options and Exercise Price

- (a) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph 7(b) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (b) The method of adjustment for the purpose of paragraph 7(a) shall be in accordance with the ASX Listing Rules of the ASX from time to time, which, under ASX Listing Rules 6.22.2 and 6.22.3, currently provide:

(i) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

O' = the new exercise price of the Option.

O = the old exercise price of the Option.

E = the number of underlying securities into which one Option is Exercisable.

P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex-rights date or ex entitlements date.

S = the subscription price for a security under the pro-rata issue.

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(ii) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

8 Takeovers and Schemes of Arrangement

- (a) If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the Corporations Act) is made to holders of Shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Optionholder of the offer and from the date of such notification, the Optionholder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options or arrangement. If the Options are not exercised within 60 days after notification of the offer, the Options may be exercised at any other time according to their terms of issue.

- (b) If an offer for Shares in the Company is made to Shareholders pursuant to a scheme of arrangement which has been approved in accordance with the Corporations Act, the Optionholder will be entitled to exercise Options held by him/her within the period notified by the Company.

9 Transfers not permitted

The Options are not transferable.

10 Notices

Notices may be given by the Company to the Optionholder in the manner prescribed by the Constitution of the Company for the giving of notices to Shareholders and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Optionholder.

11 Rights to Accounts

The Optionholder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, however, if the Optionholder is not a Shareholder, it will not have any right to attend or vote at these meetings.

Your proxy voting instruction must be received by **11:00am (AEDT) on Saturday, 28 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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GPO Box 5193
Sydney NSW 2001

IN PERSON:

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Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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