



Notice of Annual General Meeting, Explanatory Statement, and Proxy Form

Star Minerals Limited

ACN 648 048 631

Meeting Format

To be held as a physical meeting at:

191B Carr Place
Leederville, WA 6007

Time and Date

9:00am (WST)
Wednesday, 19 November 2025

IMPORTANT NOTE

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser prior to voting.

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Important Dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	9:00am (WST) on Monday, 17 November 2025
Snapshot date for eligibility to vote	5:00pm (WST) on Monday, 17 November 2025
Annual General Meeting	9:00am (WST) on Wednesday, 19 November 2025

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Star Minerals Limited (ACN 648 048 631) (**Company**) will be held at 191B Carr Place, Leederville, WA 6007 at 9:00am (WST) on Wednesday, 19 November 2025.

Agenda

Ordinary Business

Receive and Consider Reports To receive and consider the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 30 June 2025, as contained in the Company's Annual Report.

Resolution 1 To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

Adoption of Remuneration Report (advisory only)

That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2025, as contained in the Company's Annual Report, be adopted by the Company.

Note: This Resolution is advisory only and does not bind the Company or the Directors.

Resolution 2 To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

Ratification of previous issue of Adviser Options

That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 3,000,000 Adviser Options in the Company to Caravel Securities Pty Ltd, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.

Resolution 3 To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

Re-Election of Director by rotation – Gemma Lee

That, for the purposes of Listing Rule 14.5, clause 7.1(h)(i) of the Constitution and for all other purposes, Gemma Lee, a Director who retires by rotation in accordance with clause 7.3(c)(ii) of the Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company.

Resolution 4 To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

Election of Director - Clint Moxham

That, Mr Clint Moxham, who ceases to hold office in accordance with clause 7.1(e) of the Constitution, and being eligible, offers himself for election, be elected as a Director of the Company.

Resolution 5 To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

Approval of Additional 10% Placement Facility

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

Note: Resolution 5 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Resolution 6 To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

Ratification of previous issue of Shares to Impact Drilling Services

That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 1,300,000 Shares in the Company to Impact Drilling Services Pty Ltd, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.

Resolution 7	To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution :
<i>Approval to issue Performance Rights to Related Party – Clint Moxham</i>	<i>That, for the purpose of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 3,000,000 Performance Rights under the Equity Incentive Plan to Clint Moxham (or his nominee), on the terms and conditions set out in the Explanatory Statement.</i>

Voting Prohibitions and Exclusion Statements

Resolution	Excluded persons	Exception
Corporations Act voting prohibitions		
Resolution 1	In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast by: <ul style="list-style-type: none"> a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. 	The prohibition does not apply if: <ul style="list-style-type: none"> the vote is cast in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or the appointment expressly authorises the Meeting Chair to exercise the proxy even though the Resolution is in connection directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7	In accordance with sections 250BD and 250R(4) of the Corporations Act, a vote on the Resolution must not be cast by: <ul style="list-style-type: none"> a member of Key Management Personnel the details of whose remuneration is included in the Remuneration Report or their Closely Related Parties, regardless of the capacity in which the vote is cast; or by a proxy for a member of Key Management Personnel at the date of the Meeting or their Closely Related Parties. 	The prohibition does not apply if: <ul style="list-style-type: none"> the vote is cast in accordance with the directions on how the proxy is to vote, as specified in the proxy appointment; or the appointment expressly authorises the Meeting Chair to exercise the proxy even though the Resolution is in connection directly or indirectly with remuneration of a member of the Key Management Personnel.
Listing Rule voting exclusion statements		
Resolution 2	For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons. In relation to Resolution 2, this includes Caravel Securities Pty Ltd or an associate of that person or those persons.	The Company need not disregard a vote cast in favour of the Resolution if it is cast by: <ul style="list-style-type: none"> 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 the Meeting Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Meeting Chair on the Resolution as the Meeting Chair decides; or
Resolution 5	If at the time the approval is sought the entity is proposing to make an issue of equity securities under Listing Rule 7.1A.2, any 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 entity). At the date of this Notice, the Company is not proposing	<ul style="list-style-type: none"> a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions

Resolution	Excluded persons	Exception
	to make an issue of Equity Securities under Listing Rule 7.1A.2. Accordingly, no votes are currently anticipated to be excluded for the purposes of Listing Rules 7.3A.7 and 14.11.	are met: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an 'associate' (as defined in the Listing Rules) of a person excluded from voting, on the Resolution; and the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 6	For the purposes of Listing Rules 7.5.8 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an 'associate' (as defined in the Listing Rules) of such persons. In relation to Resolution 6, this includes Impact Drilling Services Pty Ltd or an associate of that person or those persons.	
Resolution 7	For the purposes of Listing Rules 10.14 and 14.11, the Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan or an 'associate' (as defined in the Listing Rules) of such person. In relation to Resolution 7, this includes Clint Moxham (or his nominees) or an associate of that person or those persons.	

Explanatory Statement

For further information in relation to the items of business to be considered at the Meeting, please refer to the Explanatory Statement which accompanies this Notice. The Explanatory Statement forms part of this Notice.

Definitions

Unless inconsistent with the context, capitalised terms used in this Notice will have the meanings given to them in the Glossary set out in the Explanatory Statement.

By order of the Company's Board of Directors.

Chris Achurch
Company Secretary

2 October 2025

Meeting and Voting Information

Voting entitlement The Board has determined that, for the purposes of voting at the Meeting, Shares will be taken to be held by persons who are registered as the holders of Shares at **5:00pm (WST) on Monday, 17 November 2025**.

Participation The Meeting will be held in person at **191B Carr Place, Leederville, WA 6007, at 9:00 am (WST) on Wednesday, 19 November 2025**.

Appointment of Corporate Shareholder representatives A Shareholder that is a corporation may appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Shareholder must lodge a satisfactory and duly executed appointment document with the Securities Registry in accordance with the instructions below.

Appointment of attorneys A Shareholder may appoint an attorney to act on the Shareholder's behalf at the Meeting. To do so, the Shareholder must lodge a duly executed power of attorney with the Securities Registry in accordance with the instructions below.

Appointment of proxies A Shareholder entitled to attend and vote at the Meeting is entitled to appoint up to two proxies. A proxy does not need to be a Shareholder.

To appoint a second proxy, a Shareholder must state on each Proxy Form (in the appropriate box) the percentage of voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half the Shareholder's votes. Fractions of votes will be disregarded.

Appointing the Meeting Chair as proxy

Shareholders may appoint the Meeting Chair as their proxy by marking the relevant box on the Proxy Form. Proxy Forms submitted without specifying the name of the proxy or expressly nominating the Meeting Chair as proxy will be deemed an appointment of the Meeting Chair. The Meeting Chair will be deemed proxy for a Shareholder if the proxy named in the Proxy Form does not attend the Meeting.

Directing a proxy how to vote

Shareholders may direct a proxy whether to vote for or against, or to abstain from voting, on a Resolution by marking the relevant box on the Proxy Form. Shareholders may also specify the proportion or number of votes that a proxy may exercise. All votes must be cast in accordance with such directions.

Directed proxies that are not voted on a poll at the Meeting by an appointed proxy will default to the Meeting Chair who will be required to vote proxies as directed on a poll.

Subject any legal restrictions on proxy voting, a proxy may vote on a Resolution at their discretion unless the Proxy Form directs the proxy how to vote on the Resolution.

Voting restrictions that may affect proxy appointment

Voting restrictions under the Corporations Act and/or the Listing Rules apply to certain Resolutions. Please refer to the 'Voting Prohibitions and Exclusion Statements' section above for further details in this regard.

Shareholders intending to appoint the Meeting Chair, a Director or any other member of Key Management Personnel or any of their Closely Related Parties as proxy are encouraged to direct them how to vote on all the Resolutions.

A Shareholder who appoints a proxy but subsequently attends the Meeting may vote on the items of business at the Meeting. Any such vote by the Shareholder will invalidate the votes cast by their proxy.

Lodgement of appointment documents	<p>Duly completed corporate representative appointment documents, powers of attorney and Proxy Forms (together with any power of attorney or other authority under which they are executed, if applicable) must be received by the Securities Registry on or before 9:00am (WST) on Monday, 17 November 2025. Documents received after that time will be invalid.</p> <p>Appointment documents are to be lodged as follows:</p> <p><i>by post:</i> GPO Box 5193, Sydney NSW 2001</p> <p><i>in person:</i> Automic, Level 5, 126 Phillip Street, Sydney NSW 2000</p> <p><i>online:</i> use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah</p> <p><i>by mobile:</i> Scan the QR Code on your Proxy Form and follow the prompts</p> <p><i>by email:</i> meetings@automicgroup.com.au</p> <p><i>by fax:</i> +61 2 8583 3040</p>
Proxy voting intention of Meeting Chair	The Meeting Chair intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases, the Meeting Chair may change their voting intention, in which case the Company will make an announcement to ASX in this regard.
Voting procedure	Voting on each Resolution at the Meeting will be conducted by way of a poll.
Questions by Shareholders	Please submit any questions to the Company by 5:00pm (WST) on Friday, 14 November 2025 in the same manner as outlined above for lodgement of appointment documents.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Annual Financial Report

The Corporations Act requires that the annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2025 be tabled at the Meeting. These reports are contained in the Annual Report which is available on the Company's website, <https://www.starminerals.com.au/site/content/>.

Shareholders will be given reasonable opportunity to raise questions on these reports and ask questions of the Auditor.

2. Resolution 1: Adoption of Remuneration Report

2.1 Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2025 (**Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (**Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's Annual Report. The Annual Report will be available on the Company's website at <https://www.starminerals.com.au/site/content/> from the date lodged on the ASX platform.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2025.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The vote on Resolution 1 is advisory only and does not bind the Board or the Company. Notwithstanding, the Board will take the outcome of the vote into consideration when considering remuneration policy of the Company going forward.

2.2 Corporations Act requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at an annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding 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) cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company's 2024 annual general meeting, less than 25% of the eligible votes cast in respect of the 2024 remuneration report were cast against the adoption of the 2024 remuneration report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2025 Remuneration Report are against the adoption of the 2025 Remuneration Report.

2.3 Directors' recommendation

The Directors decline to make a recommendation as to how Shareholders should vote in respect of Resolution 1 as they each have an interest in the outcome of the Resolution.

3. Resolution 2: Ratification of previous issue of Adviser Options

3.1 Background

On 24 June 2025, the Company issued 3,000,000 Options (exercisable at \$0.0375 and expiring on 23 June 2028) (**Adviser Options**) to Caravel Securities Pty Ltd (ACN 665 357 915) (**Caravel Securities**) in consideration for corporate advisory services payable by the Company pursuant to a mandate (**Caravel Mandate**), without Shareholder approval.

Pursuant to the material terms of the Caravel Mandate, in consideration for the provision of corporate advisory services to the Company, the Company agreed to issue 3,000,000 Adviser Options to Caravel Securities. The Caravel Mandate is otherwise on terms and conditions considered standard for an agreement of its nature.

A summary of the material terms and conditions of the Adviser Options is included in Schedule 1.

The issue of Adviser Options did not breach Listing Rule 7.1 at the date of issue.

3.2 Listing Rules requirements

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 issued at the start of that period.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A at its annual general meeting may issue or agree to issue during the period the approval is valid an additional number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the date of the approval, as adjusted in accordance with the formula in Listing Rule 7.1A.

The issue of Adviser Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's 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 issue of the Adviser Options.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of 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 into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

3.3 Resolution

Under Resolution 2, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 3,000,000 Adviser Options to Caravel Securities so as to restore the capacity of the Company to issue further securities under Listing Rule 7.1 in the next 12 months.

3.4 Information required by Listing Rule 14.1A

If Resolution 2 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 it can issue without shareholder approval under that rule.

If Resolution 2 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 it can issue without shareholder approval under that rule.

3.5 Listing Rule information requirements

The following information is provided in relation to Resolution 2, as required by Listing Rule 7.5:

Information required	Details
Names of persons to whom the Company issued or agreed to issue the securities or the basis upon which those persons were identified or selected	The Adviser Options were issued to Caravel Securities Pty Ltd. Caravel Securities is not a related party of the Company or a Material Investor.
Number and class of securities the Company issued or agreed to issue	Under Resolution 2, the Company seeks from Shareholders approval for, and ratification of, the issue of 3,000,000 Adviser Options.
Summary of material terms of securities	The Adviser Options exercisable at \$0.0375 and expiring on 23 June 2028 were issued on terms and conditions set out in Schedule 1. The Company has not and will not apply to ASX for official quotation of the Adviser Options.
Date(s) on which the Company issued or will issue the securities	The Adviser Options were issued on 24 June 2025.
Price or other consideration the Company has received or will receive for the securities	The Adviser Options are being issued in consideration for advisory services provided by Caravel Securities to the Company under the Caravel Mandate. Caravel Securities paid a nominal issue price of \$0.0001 per Option (a total of \$300) for the Adviser Options. The exercise price for Shares issued on the exercise of the Adviser Options is \$0.0375 per Option.
Purpose of the issue and use or intended use of any funds raised	The Adviser Options were issued in consideration for services provided by Caravel Securities pursuant to the Caravel Mandate and accordingly no funds were raised. The Company will receive approximately \$112,500 if the Adviser Options the subject of this Resolution 2 are exercised before the expiry date. The Company currently has no specific purpose planned for the use of funds received on exercise of the Adviser Options.
Summary of material terms of agreement securities were or will be issued under	The Adviser Options the subject of Resolution 2 were issued pursuant to the Caravel Mandate, the material terms of which are set out in Section 3.1.
Voting exclusion statement	A voting exclusion statement for Resolution 2 is included in the Notice preceding this Explanatory Statement.

3.6 Directors' recommendation

The Board believes that the ratification of the issue of Adviser Options under Resolution 2 is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 2.

4. Resolution 3: Re-election of Director by rotation – Gemma Lee

4.1 Background

Resolution 3 is an ordinary resolution to approve the re-election of Gemma Lee as Director.

Ms Lee was appointed as non-executive Director on 21 October 2022 and elected by shareholders at the annual general meeting held on 30 November 2022. Gemma Lee will retire at the Meeting, and being eligible, will submit herself for re-election.

If Resolution 3 is passed, Ms Lee will be re-elected as a Director of the Company.

If Resolution 3 is not passed, Ms Lee will not be re-elected to her current directorship position, in which case the Board will need to appoint a director to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next annual general meeting.

4.2 Listing Rule and Constitution requirements

Listing Rule 14.5 requires that an entity which has directors must hold an election of directors at each annual general meeting. Clause 7.3(a) of the Company's Constitution requires that an election of Director must be held at each annual general meeting of the Company. The Directors to retire must be:

- those who have been in office for three or more years or for three or more annual general meetings since they were last elected to office; or
- otherwise, those who have held their office the longest period of time since their last election or appointment to that office.

A Director who retires pursuant to clause 7.3 of the Constitution is eligible for re-election under clause 7.1(h)(i) of the Constitution.

As the Director who has held office for the longest period since re-election, Gemma Lee is required to retire at or before the Meeting.

4.3 Qualifications and other material directorships

Ms Lee is a geologist by profession with 20 years' experience in the mining industry in Western Australia, with extensive experience in resource development exploration at advanced exploration sites and working open pit and underground mines. Ms Lee graduated from Curtin University of Technology with a BSc. Applied Geology (hons) and is a member of the Australian Institute of Geoscientists (AIG).

4.4 Independence

Ms Lee has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If re-elected, the Board considers Ms Lee will be an independent Director.

4.5 Directors' recommendation

The Directors (other than Gemma Lee) support the re-election of Ms Gemma Lee and recommend that Shareholders vote in favour of Resolution 3. Ms Lee declines to make a voting recommendation noting her interest in the Resolution.

5. Resolution 4: Election of Director – Clint Moxham

5.1 General

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. The Company's Constitution provides that a director appointed by the other directors as an addition to the Board must retire from office at the next annual general meeting following the appointment of the director.

Mr Moxham was appointed as a Non-Executive Director on 1 July 2025 by the then existing Directors as an addition to the Board. Mr Moxham retires at the Annual General Meeting and seeks election.

If Resolution 4 is passed, Mr Moxham will be elected as a Director of the Company.

If Resolution 4 is not passed, Mr Moxham will not be elected and he will retire as a Director.

5.2 **Qualifications and other material directorships**

Mr Moxham's expertise lies in mining operations, with a focus on project development and execution, which aligns well with the current stage of development for the Tumblegum South Gold Project. He has worked as a mining engineer and mine manager of open pit and underground mines for companies such as Rio Tinto, BHP and Northern Star.

With an MSc in Mineral Economics, he has overseen the successful feasibility, permitting, construction and start-up of several operations. Mr Moxham also holds a BSc in Mineral Exploration and Mining Geology, a Graduate Diploma in Mining and an MBA.

Mr Moxham is an experienced director and is currently Non-Executive Director of ASX listed gold and base metal exploration company Ozz Resources Limited (ASX: OZZ).

5.3 **Independence**

Mr Moxham has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company and its security holders generally.

If elected, the Board considers Mr Moxham will be an independent Director.

5.4 **Directors' recommendation**

The Directors (other than Clint Moxham) support the election of Mr Clint Moxham and recommend that Shareholders vote in favour of Resolution 4. Mr Moxham declines to make a voting recommendation noting his interest in the Resolution.

6. **Resolution 5: Approval of Additional 10% Placement Facility**

6.1 **Background and Listing Rule requirements**

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (or, if earlier than 12 months, until the entity's next annual general meeting, or the time and date of an approval of the entity's shareholders of a transaction under Listing Rule 11.1.2 or 11.2) (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company is an eligible entity for these purposes.

Equity Securities issued under the Additional 10% Placement Facility must be the same as an existing class of Equity Securities of the Company quoted on ASX.

As at the date of the Annual General Meeting, the Company will have only one class of quoted Equity Securities on issue, being fully paid ordinary Shares.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.4 of this Notice below).

6.2 **Resolution**

Resolution 5 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility. The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person or by proxy).

6.3 **Information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in 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.

6.4 Listing Rule information requirements

The following information is provided in relation to Resolution 5, as required by Listing Rule 7.3A:

Information required	Details
Period over which approval will be valid	<p>If Shareholders approve Resolution 5, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:</p> <ul style="list-style-type: none"> the date that is 12 months after the date of the Annual General Meeting; the time and date of the Company's next annual general meeting; and the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), <p>(the Additional 10% Placement Period).</p> <p>The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.</p>
Minimum price at which equity securities may be issued	<p>Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of the Annual General Meeting, the Company will have on issue only one class of quoted Equity Securities, Shares.</p> <p>The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were conducted immediately before:</p> <ul style="list-style-type: none"> 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 Equity Securities; or if the Equity Securities are not issued within 10 trading days of the date above, the date on which the Equity Securities are issued.
Purposes for which funds may be used	<p>The Company does not currently have any intention to issue Equity Securities using the Additional 10% Placement Facility. However, it may seek to issue the Equity Securities to raise funds in connection with an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration, feasibility study and / or mining operation expenditure on the Company's current assets and / or general working capital.</p> <p>The Company will provide further information at the time of issue or proposed issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.3.</p>
Risk of economic and voting dilution	<p>The precise 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 following formula:</p> <p>Additional Placement Capacity = (A x D) – E</p> <p>where:</p> <p>A is the number of Shares on issue 12 months before the date of issue or agreement (Relevant Period):</p> <ul style="list-style-type: none"> plus the number of Shares issued in the Relevant Period under an exception in Listing Rule 7.2 (other than exceptions 9, 16 or 17); plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

Information required	Details																						
	<div><ul style="list-style-type: none"><ul style="list-style-type: none">the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; orthe issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:<ul style="list-style-type: none">the agreement was entered into before the commencement of the Relevant Period; orthe agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;plus the number of Shares issued in the Relevant Period with approval under Listing Rules 7.1 or 7.4;plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; andless the number of Shares cancelled in the Relevant Period;</div> <div>D is 10%; and</div> <div>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 the Shareholders under Listing Rule 7.4.</div> <div>Any issue of equity securities under the Additional 10% Placement Facility will dilute the interests of Shareholders who do not receive Shares under the issue.</div> <div>If Resolution 5 is approved and the Company issues equity securities under the Additional 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:<ul style="list-style-type: none">the market price for equity securities in the same class may be significantly lower on the issue date of the new equity securities than on the date of the Meeting; andthe new equity securities may be issued at a price that is at a discount to the market price for equity securities in the same class on the issue date.</div> <div>This may have an effect on the amount of funds raised by the issue of the equity securities.</div> <div>The table below identifies the potential dilution to existing Shareholders following the issue of equity securities under the Additional 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.</div> <table><tr><th>Number of Shares on issue</th><th>Share price</th><th>New Shares issued</th><th>Funds raised</th><th>Voting dilution</th><th>Economic dilution</th></tr><tr><td rowspan="3">189,339,466 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)</td><td>\$0.048 (current market price)</td><td>18,933,947</td><td>\$908,829</td><td>10.00%</td><td>0.00%</td></tr><tr><td>\$0.036 (25% decrease)</td><td>18,933,947</td><td>\$681,622</td><td>10.00%</td><td>2.27%</td></tr><tr><td>\$0.024 (50% decrease)</td><td>18,933,947</td><td>\$454,415</td><td>10.00%</td><td>4.55%</td></tr></table>	Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution	Economic dilution	189,339,466 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	\$0.048 (current market price)	18,933,947	\$908,829	10.00%	0.00%	\$0.036 (25% decrease)	18,933,947	\$681,622	10.00%	2.27%	\$0.024 (50% decrease)	18,933,947	\$454,415	10.00%	4.55%
Number of Shares on issue	Share price	New Shares issued	Funds raised	Voting dilution	Economic dilution																		
189,339,466 (Shares currently on issue / current variable 'A' in Listing Rule 7.1A)	\$0.048 (current market price)	18,933,947	\$908,829	10.00%	0.00%																		
	\$0.036 (25% decrease)	18,933,947	\$681,622	10.00%	2.27%																		
	\$0.024 (50% decrease)	18,933,947	\$454,415	10.00%	4.55%																		

Information required	Details					
	284,009,199 (50% increase)	\$0.048 (current market price)	28,400,920	\$1,363,244	10.00%	0.00%
		\$0.036 (25% decrease)	28,400,920	\$1,022,433	10.00%	2.27%
		\$0.024 (50% decrease)	28,400,920	\$681,622	10.00%	4.55%
	378,678,932 (100% increase)	\$0.048 (current market price)	37,867,893	\$1,817,659	10.00%	0.00%
		\$0.036 (25% decrease)	37,867,893	\$1,363,244	10.00%	2.27%
		\$0.024 (50% decrease)	37,867,893	\$908,829	10.00%	4.55%
	Notes: The above table has been prepared on the following assumptions:					
	1. the current market price is the closing price at which Shares were traded on 12 September 2025 (being \$0.048);					
	2. the current Shares on issue are the Shares at 12 September 2025 (being 189,339,466 Shares);					
3. the Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility;						
4. no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities;						
5. the Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.						
6. 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%.						
7. existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional 10% Placement Facility;						
8. the impact of placements under Listing Rule 7.1 or following the conversion of convertible securities (e.g. Options, Performance Rights) is not included in the calculations; and						
9. economic dilution (ED) is calculated using the following formula:						
ED = (MP – (NMC / TS)) / MP						
where:						
MP = the market price of shares traded on ASX, expressed in dollars;						
MC = market capitalisation prior to issue of equity securities, being the MP multiplied by the number of shares on issue;						
NMC = notional market capitalisation, being the market capitalisation plus the NSV;						
NSV = new security value, being the number of new equity securities multiplied by the issue price of those equity securities; and						
TS = total shares on issue following new Equity Security issue.						

Information required	Details
Allocation policy	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility.</p> <p>The Company has not yet identified allottees to receive the Equity Securities under the Additional 10% Placement Facility. However, they may include current Shareholders, new investors, or both. None of the allottees will be Related Parties or an 'associate' (as defined in the Listing Rules) of a related party.</p> <p>Potential allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> • the purpose of the issue; • the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing security holders can participate; • the effect of the issue of the Equity Securities on the control of the Company; • the financial situation and solvency of the Company; • prevailing market conditions; and • advice from corporate, financial and broking advisers (if applicable).
Details of prior issues	<p>The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2024 Annual General Meeting held on 28 November 2024.</p> <p>In the 12 months preceding the date of the Annual General Meeting, the Company has issued 12,000,000 Equity Securities under Listing Rule 7.1A which represents 11.33% of the total number of Equity Securities on issue at the commencement of that 12 month period.</p> <p>Details of the Equity Securities issued in the 12 month period preceding the date of the Annual General Meeting are outlined below:</p> <p>12,000,000 Shares (fully paid ordinary shares) were issued on 19 March 2025 at an issue price of \$0.025 per Share to raise \$300,000. The issue price representing a discount of 10.7% to the last closing price of Shares traded on the date of the issue (\$0.028 on 19 March 2025).</p> <p>The Shares were issued to institutional and sophisticated investors as part of a placement of Shares arranged by CPS Capital Group Pty Ltd to raise \$1.6 million (Placement). None of the Placement participants was a related party of the Company.</p> <p>The Company used the \$300,000 funds raised under the Share issue to fund a continued project development program, with the proceeds primarily applied towards the Tumblegum South Gold Project (including Infill and extension drilling; resource upgrade; approvals and environmental studies; and feasibility study), new project generation and general working capital. All of the \$300,000 raised has been expended by the Company.</p>
Voting exclusion statement	<p>A voting exclusion statement for Resolution 5 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.</p> <p>At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in an issue of Equity Securities pursuant to the Additional 10% Placement Facility. As such, no existing Shareholder's votes are expected to be excluded in relation to Resolution 5.</p>

6.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote as it will give the Company the flexibility to raise additional working capital whilst preserving the Company's cash reserves.

7. Resolution 6: Ratification of previous issue of Shares to Impact Drilling

7.1 Background

On 24 July 2025, the Company issued 1,300,000 Shares to Impact Drilling Services Pty Ltd (ACN 644 148 916) (**Impact Drilling**) without Shareholder approval in part consideration for drilling services provided by Impact Drilling to the Company pursuant to a drilling agreement (**Drilling Agreement**).

Pursuant to the material terms of the Drilling Agreement, 25% of the consideration for the provision of the drilling services to the Company would be payable by scrip in the Company (at the 7 day VWAP price at the time of invoice). Accordingly, the Company agreed to issue 1,300,000 Shares to Impact Drilling in satisfaction of this obligation at a deemed issue price of \$0.025 per Share. The Drilling Agreement is otherwise on terms and conditions considered standard for an agreement of its nature.

The issue of Shares did not breach Listing Rule 7.1 at the date of issue.

7.2 Listing Rules requirements

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.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A at its annual general meeting may issue or agree to issue during the period the approval is valid an additional number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the date of the approval, as adjusted in accordance with the formula in Listing Rule 7.1A.

The issue of the Options to Impact Drilling does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by the Company's 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 issue of the Options to Impact Drilling.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of 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 into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

7.3 Resolution

Under Resolution 6, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 1,300,000 Shares to Impact Drilling so as to restore the capacity of the Company to issue further securities under Listing Rule 7.1 in the next 12 months.

7.4 Information required by Listing Rule 14.1A

If Resolution 6 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 it can issue without shareholder approval under that rule.

If Resolution 6 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 it can issue without shareholder approval under that rule.

7.5 Listing Rule information requirements

The following information is provided in relation to Resolution 6, as required by Listing Rule 7.5:

Information required	Details
Names of persons to whom the Company issued or agreed to issue the securities or the basis upon which those persons were identified or selected	The Shares were issued to Impact Drilling Services Pty Ltd. Impact Drilling is not a related party of the Company or a Material Investor.

Information required	Details
Number and class of securities the Company issued or agreed to issue	Under Resolution 6, the Company seeks from Shareholders approval for, and ratification of, the issue of 1,300,000 Shares.
Summary of material terms of securities	The Shares issued were fully paid ordinary shares in the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on which the Company issued or will issue the securities	The Shares were issued on 24 July 2025.
Price or other consideration the Company has received or will receive for the securities	The Shares were issued in part consideration for drilling services provided by Impact Drilling to the Company under the Drilling Agreement.
Purpose of the issue and use or intended use of any funds raised	The Shares were issued in consideration for services provided by Impact Drilling pursuant to the Drilling Agreement and accordingly no funds were raised.
Summary of material terms of agreement securities were or will be issued under	The Shares the subject of Resolution 6 were issued pursuant to the Drilling Agreement, the material terms of which are set out in Section 7.1.
Voting exclusion statement	A voting exclusion statement for Resolution 6 is included in the Notice preceding this Explanatory Statement.

7.6 Directors' recommendation

The Board believes that the ratification of the issue of Shares under Resolution 6 is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 6.

8. Resolution 7: Approval to issue Performance Rights to Related Party – Clint Moxham

8.1 Background

The Company has determined that the grant of Performance Rights under the Company's Equity Incentive Plan (**Plan**) to Director Clint Moxham is an appropriate form of long term incentive for the Director. A summary of the Plan is set out in Schedule 2.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue a total of 3,000,000 Performance Rights to Director Clint Moxham (or his nominee) under the Plan, comprising:

- (a) 666,666 Class A Performance Rights;
- (b) 666,666 Class B Performance Rights; and
- (c) 666,666 Class C Performance Rights;
- (d) 333,334 Class D Performance Rights;
- (e) 333,334 Class E Performance Rights; and
- (f) 333,334 Class F Performance Rights.

The terms of the Performance Rights, including the specific performance hurdles attaching to Class A – F Performance Rights, are outlined in Schedule 3.

In determining Director's remuneration package, including this proposed issue of Performance Rights under the Plan, the Company considered the scope of the Director's role, the business challenges facing the Company and market practice for the remuneration of officers in positions of similar responsibility.

8.2 Listing Rule requirements

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under the Plan:

10.14.1 a director of the Company;

10.14.2 an associate of a director of the company; or

10.14.3 a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders,

unless it obtains the approval of its Shareholders.

The proposed issue falls within Listing Rule 10.14.1 above and therefore requires the approval of Shareholders under Listing Rule 10.14. If approval is given by Shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rules 7.1 and 10.11.

Resolution 7 is an ordinary resolution seeking Shareholder approval to issue the Performance Rights under the Plan for the purposes of Listing Rule 10.14.

8.3 Corporations Act requirements

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or

(b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the directors of the company. As such, Clint Moxham is a related party of the Company by virtue of being a director for the purposes of Section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

It is the view of the Directors (other than Mr Moxham who has a personal interest in the outcome of Resolution 7) that the proposed issue of Performance Rights pursuant to Resolution 7 falls within the "reasonable remuneration" exception under section 211 Corporations Act given the circumstances of the Company and the position held by Mr Moxham.

Accordingly, the Directors (other than Mr Moxham who has a personal interest in the outcome of Resolution 7) have determined not to seek Shareholder approval for the purposes of section 208 Corporations Act for the issue of the Performance Rights to Mr Moxham.

8.4 Resolution

Resolution 7 is an ordinary resolution seeking Shareholder approval to issue the Performance Rights under the Plan for the purposes of Listing Rule 10.14.

8.5 Information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue and the Company will have to consider alternative commercial means to incentivise the Director.

8.6 Listing Rule information requirements

The following information is provided in relation to Resolution 7 as required by Listing Rule 10.15:

Information required	Details
Name of the person	The Performance Rights are proposed to be issued to Clint Moxham (or his nominee).

Information required	Details
Which category in rules 10.14.1 to 10.14.3 the person falls within and why	Clint Moxham is a Director of the Company and, as such, is a person who falls within Listing Rule 10.14.1.
Number and class of securities to be issued	<p>The maximum number of securities to be issued pursuant to Resolution 7 is 3,000,000 Performance Rights, comprising:</p> <ul style="list-style-type: none"> • 666,666 Class A Performance Rights; • 666,666 Class B Performance Rights; and • 666,666 Class C Performance Rights; • 333,334 Class D Performance Rights; • 333,334 Class E Performance Rights; and • 333,334 Class F Performance Rights.
Details (including the amount) of the Director's current total remuneration package	<p>Mr Moxham was appointed as Director on 1 July 2025.</p> <p>The proposed remuneration for Mr Moxham for the year ended 30 June 2026 is \$40,000 excluding superannuation (does not include the value of any proposed share based payments).</p>
Number of securities that have previously been issued to the person under the Plan and average acquisition price for those securities	Mr Moxham has not previously been issued any securities under the Plan.
Terms of the securities	<p>The Performance Rights will be issued on the terms and conditions set out in Schedule 3.</p> <p>The Shares to be issued upon vesting of the Performance Rights will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.</p> <p>The Company proposes to grant the Performance Rights to Mr Moxham under the Plan as an incentive and to align the interests of management with the success of the Company and an increase in the value of the Company to Shareholders.</p> <p>The Company considers that the issue of Performance Rights to its personnel are a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. The Company considers that, to enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Performance Rights to Mr Moxham is designed to achieve this objective, by encouraging continued improvement in performance over time and by encouraging personnel to acquire and retain shareholdings in the Company.</p> <p>The Company reviewed the practices of other companies of a similar size and stage of development to determine the number of Performance Rights required to be issued to attract and retain senior directors. Based on that review, the Board determined the number of Performance Rights to Mr Moxham proposed in Resolution 7 is appropriate.</p>

Information required	Details
	The value which the Company attributes to the Performance Rights and its basis is set out in Schedule 4.
Issue date	The Performance Rights will be issued as soon as possible after the date of the Meeting but, in any case, not later than 3 years after the date of Shareholder approval pursuant to this Resolution 7 or such later date as approved by ASX.
Issue price	The Performance Rights will be issued for nil cash consideration.
Summary of the material terms of the Plan	A summary of the terms of the Plan is set out in Schedule 2.
Summary of the material terms of any loan that will be made to the person in relation to the acquisition of the Performance Rights	No loan has or will be made by the Company in connection with the acquisition of the Performance Rights.
Additional disclosure	<p>Details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 7 is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule.</p>
Voting exclusion statement	A voting exclusion statement for Resolution 7 is included in the Notice preceding this Explanatory Memorandum.

8.7 Directors' recommendation

The Directors (other than Mr Moxham) recommend that Shareholders vote in favour of Resolution 7. Mr Moxham declines to make a recommendation as he has a material personal interest in the outcome of Resolution 7.

Glossary of Terms

In this Explanatory Statement, the following terms have the meaning set out below, unless the context otherwise requires:

Additional 10% Placement Facility	Has the meaning given in Section 6.1.
Adviser Option	Has the meaning given in Section 3.1.
Annual Report	The annual report of the Company for the financial year ended 30 June 2025, including the annual financial report, the Directors' report and the Auditor's report
Annual General Meeting or Meeting	The annual general meeting of the Company convened by the Notice, including or any adjournment of such meeting.
ASIC	The Australian Securities and Investments Commission.
Associate	Has the meaning given to that term in sections 10 to 17 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
Auditor	Elderton Audit Pty Ltd.
Board	The Company's Board of Directors.
Caravel Securities	Caravel Securities Pty Ltd (ACN 665 357 915)
Closely Related Parties	<p>Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel:</p> <ul style="list-style-type: none">(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 <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company	Star Minerals Limited (ACN 648 048 631).
Company Secretary	The Company Secretary of the Company at the time of the Meeting.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Directors' Report	The Directors' report contained in the Annual Report.
Equity Security	<p>Has the meaning given to that term in Listing Rule 19.12, being:</p> <ul style="list-style-type: none">(a) a share;(b) a unit;(c) a right to a share or unit or option;(d) an option over an issued or unissued security;(e) a convertible security;(f) any security that ASX decides to classify as an equity security;(g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice of Meeting.
Glossary	This glossary of terms.

Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	The listing rules of ASX, as amended from time to time.
Material Investor	Any of the following: <ul style="list-style-type: none"> (a) a related party of the Company; (b) a member of the Company' Key Management Personnel; (c) a substantial holder in the Company; (d) an adviser to the Company; or (e) an associate of any of the above, where such person or entity is being issued more than 1% of the Company's current issued capital.
Meeting Chair	The chairperson of the Meeting.
Notice or Notice of Annual General Meeting	The notice of the Annual General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Proxy Form	The proxy form accompanying the Notice.
Related Body Corporate	Has the same meaning as given to that term in the Corporations Act.
Remuneration Report	The remuneration report of the Company for the period ended 30 June 2025, appearing in the Director's report as set out in the Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of the Notice.
Securities Registry	The Company's securities registry, being Automic Group.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 1 – Terms and conditions of Adviser Options

Item	Details
Entitlement	One Share per Adviser Option.
Issue price	\$0.0001 per Adviser Option.
Exercise price	\$0.0375 per Adviser Option.
Expiry date	3 years from the date of issue (Expiry Date).
Quotation	The Company will not apply to ASX for official quotation of the Options. The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.
Transfer	The Options are transferable, subject to applicable law.
Expiry and cancellation	Any Option not exercised by the Expiry Date will automatically expire and be cancelled.
Rights of participation	The Option Holder is not entitled to participate in any new issue to Shareholders of Securities in the Company unless it has exercised its Options before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.
Bonus issues	If the Company makes a bonus issue of Shares or other Securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and a Share has not been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the Option before the record date for determining entitlements to the issue.
Reorganisation	If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option Holder (including the number of Options to which the Option Holder is entitled to and the Exercise Price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Governing law	Western Australia

Schedule 2- Summary of the Equity Incentive Plan

Item	Details
Eligibility	<p>The following persons of the Company are eligible to participate in the Equity Incentive Plan:</p> <ul style="list-style-type: none"> an employee of the Company or any of its Associated entities; a director of the Company or any of its Associated entities; an individual who provides services to the Company or any of its Associated entities; any other person who is a 'primary participant' as defined in section 1100L(1)(a) of the Corporations Act in relation to the Company or any of its Associated entities; or any other person who is a 'related person' as defined in section 1100L(1)(b) of the Corporations Act of a 'primary participant' referred to above, <p>(Eligible Persons).</p>
Awards	<p>Awards issued under the Equity Incentive Plan includes any share-based incentive award, including:</p> <ul style="list-style-type: none"> shares; options to subscribe for a share issued in accordance with the Equity Incentive Plan and subject to the satisfaction of any vesting conditions, performance conditions and/or exercise conditions and payment of the relevant exercise price; or performance rights which provide entitlements to be issued with shares, subject to the satisfaction of any vesting conditions and/or performance conditions, <p>(Awards).</p> <p>Awards may, among other things, be loan-funded or issued as tax-deferred incentives under Australian tax legislation.</p>
Administration	<p>Subject to the requirements of the Listing Rules and the Corporations Act, the Board will administer the Equity Incentive Plan and determine:</p> <ul style="list-style-type: none"> the persons to whom the awards will be offered under the Equity Incentive Plan; and the number of awards which may be offered to those persons.
Restriction conditions	<p>Awards may be subject to restriction conditions (such as a period of employment) which must be satisfied before the underlying Shares can be sold, transferred, or encumbered.</p>
Limits on Issue	<p>The Company must not make an offer of Awards for 'monetary consideration' (within the meaning of section 1100Q of the Corporations Act) Monetary Offers for Awards that are subject to the ESS Division to the extent doing so would contravene the 'issue cap' under section 1100W of the Corporations Act.</p> <p>The following will be excluded from the calculation of the 'issue cap' unless and to the extent they are required by applicable law to be included in such calculation:</p> <ul style="list-style-type: none"> Awards which are issued by the Company in circumstances where the Company does not rely upon Division 1A of Part 7.12 of the Corporations Act (ESS Division) or a similar exemption or modification to the Corporations Act granted by ASIC; and Awards offered in the following circumstances: <ul style="list-style-type: none"> an Offer made to a person situated outside of Australia at the time of receipt of the Offer; an Offer that did not need disclosure to the Eligible Person because of section 708 or section 1012D of the Corporations Act; or an Offer made pursuant to a 'disclosure document' (as defined in the Corporations Act).

Item	Details
	<p>Awards may not be issued to any person to whom the issue of those Awards would require the approval of Shareholders under the Corporations Act, the Listing Rules or other applicable law unless:</p> <ul style="list-style-type: none"> • approval is given by Shareholders in general meeting in accordance with the applicable legal requirements; or • the issue of those Awards falls within a relevant exception to the applicable law.
Offer and Acceptance of Awards	<p>Following determination that an Eligible Person may participate in the Equity Incentive Plan, the Board may from time to time make an offer in writing to an Eligible Person. Each offer must specify:</p> <ul style="list-style-type: none"> • the date of the offer, and the final date by which the offer must be accepted; • the name and address of the Eligible Person to whom the offer is made; • the type of awards being offered; • the maximum number of awards being offered; • in the case of Options, the exercise price and the exercise period; • the vesting conditions (if any), the performance conditions and performance period (if any), the test dates (if any) and/or exercise conditions (if any) relating to the awards being offered; • the term and expiry date or end date (if any); • the summary of any rights attaching to the awards; • agreement with the Eligible Person for the Company to supply details to third parties (including the share registry of the Company) where required by law; and • any other matters required to be specified in the Offer by the Corporations Act, including the ESS Division.
Vesting of Awards	<p>The Board may, at its absolute discretion, determine that awards issued will be subject to vesting conditions (e.g. performance milestones) and in those circumstances, awards cannot vest in the Eligible Person until such time as those vesting conditions have been satisfied or waived.</p> <p>If the vesting conditions are not satisfied, the awards will lapse or be cancelled.</p>
Plan Shares	<p>Any share received pursuant to an award under the Equity Incentive Plan by an Eligible Person (Plan Share) will:</p> <ul style="list-style-type: none"> • be credited as fully paid; • rank equally in all respects with shares already on issue (except for entitlements which had a record date before the date of issue or transfer of the Plan Share); and • be subject to any restrictions imposed under the Equity Incentive Plan. <p>The Company will apply for quotation of Plan Shares as soon as practicable following the issue of those Plan Shares.</p>

Item	Details
Dividends and Voting Rights	<p>Plan Shares</p> <p>An Eligible Person who holds awards which are Plan Shares is entitled to receive:</p> <ul style="list-style-type: none"> • a notice of meeting of shareholders and may exercise any voting rights attaching to those Plan Shares; and • income deriving from those Plan Shares, including dividends and distributions declared or paid on those Plan Shares. <p>Convertible Securities</p> <p>Holders of convertible securities do not have any of the following rights unless and until Plan Shares are allocated or acquired on vesting and exercise:</p> <ul style="list-style-type: none"> • the right to receive notice of, attend and vote at general meetings of the Company; • the right to dividends by the Company; • the right to a return of capital by the Company; or • the right to participate in the surplus assets of the Company on winding-up.

Schedule 3- Terms and conditions of Performance Rights

Item	Details
Entitlement	Entitlement to be issued with one Share, subject to satisfaction of the specified performance criteria.
Governance	Issued under and subject to the Equity Incentive Plan Rules.
Expiry date	5 years from the date of grant.
Exercise price	Nil
Performance Criteria	<p>A Performance Right automatically vests in the holder upon satisfaction or achievement of the following conditions:</p> <ul style="list-style-type: none"> (a) in relation to 666,666 Performance Rights, by the date that is 5 years from the grant date of the Performance Rights, the Company announcing to ASX the grant of all required mining approvals under the Mining Act to commence mining at its Tumblegum South Gold Project (Class A Performance Rights); (b) in relation to 666,666 Performance Rights, by the date that is 5 years from the grant date of the Performance Rights, the Company announcing to ASX commencement of a programme of work for mining at its Tumblegum South Gold Project (Class B Performance Rights); (c) in relation to 666,666 Performance Rights, by the date that is 5 years from the grant date of the Performance Rights, the Company announcing to ASX it has achieved total production of 5Koz gold or more at its Tumblegum South Gold Project (Class C Performance Rights); (d) in relation to 333,334 Performance Rights, by the date that is 5 years from the grant date of the Performance Rights, the Company announcing to ASX it has achieved total production of 8Koz gold or more at its Tumblegum South Gold Project (Class D Performance Rights); (e) in relation to 333,334 Performance Rights, by the date that is 5 years from the grant date of the Performance Rights, the Company announcing to ASX it has achieved total production of 12Koz gold or more at its Tumblegum South Gold Project (Class E Performance Rights); and (f) in relation to 333,334 Performance Rights, by the date that is 5 years from the grant date of the Performance Rights, the Company announcing to ASX it has achieved total production of 15Koz gold or more at its Tumblegum South Gold Project (Class F Performance Rights). <p>For the purpose of the above Performance Criteria, Tumblegum South Gold Project means the tenement M51/888 granted under the Mining Act.</p>
Expiry and forfeiture	<p>Each Performance Right that has not vested will automatically lapse and will be cancelled:</p> <ul style="list-style-type: none"> (a) if at midnight on the Expiry Date if the Performance Criteria is not achieved; or (b) when the holder ceases to be an Eligible Participant of the Company's Equity Incentive Plan Rules, <p>whichever is sooner.</p>
Quotation	<p>The Company will not apply for quotation on ASX of the Performance Rights.</p> <p>The Company will apply to ASX for quotation of Shares issued on vesting and exercise of the Performance Rights.</p>
Transfer	A Performance Right is not transferrable, other than as permitted under the Equity Incentive Plan Rules.

Item	Details
New issues of securities	A holder is not entitled to participate in any new issue of securities in the Company to be issued to shareholders of the Company unless the holder's Performance Rights (or any of them) have vested and the Shares have been issued before the record date for determining entitlements to the new issue of Securities and participate as a result of holding Shares.
No voting rights	Performance Rights do not confer any right to vote at general meetings of shareholders of the Company.
No dividend entitlement	Performance Rights do not confer any entitlement to dividends declared by the Company.
No rights to capital	Performance Rights do not confer any right to: <ul style="list-style-type: none"> (a) a return of capital, whether upon winding up, upon a reduction of capital or otherwise; or (b) to participate in the surplus profit or assets of the Company upon winding-up of the Company.
Reorganisation	<ul style="list-style-type: none"> (a) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder in relation to each class of Performance Rights held by the holder will be changed to the extent necessary to comply with the ASX listing rules applying to a reorganisation of capital at the time of the reorganisation. (b) Any calculations or adjustments which are required to be made in relation to paragraph (a) will be made by the Company's Board of Directors and will, in the absence of manifest error, be final and conclusive and binding on the Company and the holder. (c) The Company must, within a reasonable period of a reorganisation paragraph (a) occurring, give to the holder notice of any change to the number of Shares which the holder is entitled to receive under the entitlement for a class of Performance Rights.
Issue of Shares	Subject to the Company's constitution, all Shares issued in relation to the entitlement for a class of Performance Rights will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
Vesting on change of control	<p>In the event that:</p> <ul style="list-style-type: none"> (a) a person, or a group of associated persons, becoming entitled to sufficient Shares to give that person or persons the ability, in a general meeting, to replace all or a majority of the Board; (b) a takeover bid under Chapter 6 of the Corporations Act is made in respect of the Company under which acceptances have been received for more than 50% of the Company's shares on issue and the bid is declared unconditional by the bidder; or (c) a Court grants orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies (including under Part 5.1 of the Corporations Act, <p>prior to the Performance Criteria being achieved for any of the Performance Rights (Unvested Rights) being achieved, then all of the Unvested Rights on issue will vest.</p>
Deferral of vesting	<p>If the vesting of any class of Performance Rights (or any part thereof) would result in any person being in contravention of section 606(1) of the Corporations Act (Takeover Restriction) then:</p> <ul style="list-style-type: none"> (a) the vesting of those Performance Rights (or any part thereof) will be deferred until such later time or times that the vesting would not result in a contravention of the Takeover Restriction; (b) a holder may give written notification to the Company if they consider that the vesting of those Performance Rights (or any part thereof) may result in the contravention of the Takeover

Item	Details
	<p>Restriction, failing which the Company may assume the vesting of those Performance Rights will not result in any person being in contravention of the Takeover Restriction; and</p> <p>(c) 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 (b) within 7 days if the Company considers that the vesting of those Performance Rights (or any part thereof) may result in a contravention of the Takeover Restriction. If the holder does not give notification to the Company within 7 days that they consider the vesting of the Performance Rights (or part thereof) may result in the contravention of the Takeover Restriction, then the Company may assume that the vesting of the Performance Rights (or part thereof) will not result in any person being in contravention of the Takeover Restriction.</p>
Amendments required by ASX	These terms may be amended as necessary by the Company's Board of Directors in order to comply with the ASX listing rules (if applicable), or any directions of ASX (if applicable) regarding the terms, provided that, subject to compliance with the ASX listing rules, the economic and other rights of the holder are not diminished or terminated following such amendment.
Governing law	These terms and the rights and obligations of the holder are governed by the laws of Western Australia. The holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia in this respect.

Schedule 4- Valuation of Performance Rights

Description	Class A	Class B	Class C	Class D	Class E	Class F
Underlying security spot price	\$0.045	\$0.045	\$0.045	\$0.045	\$0.045	\$0.045
Exercise price	Nil	Nil	Nil	Nil	Nil	Nil
Expiry date	5 years after the date of issue	5 years after the date of issue	5 years after the date of issue	5 years after the date of issue	5 years after the date of issue	5 years after the date of issue
Number of performance Rights	666,666	666,666	666,666	333,334	333,334	333,334
Remaining life of Performance Rights	5 years	5 years	5 years	5 years	5 years	5 years
Probability of vesting	90%	75%	70%	65%	60%	50%
Estimated number of Performance Rights to vest	599,999	500,000	466,666	216,667	200,000	166,667
Valuation per Performance Right	\$0.045	\$0.045	\$0.045	\$0.045	\$0.045	\$0.045
Valuation per class of estimated number of Performance Rights to vest	\$27,000	\$22,500	\$21,000	\$9,750	\$9,000	\$7,500

Notes:

- The classes of Performance Rights issued will vest upon satisfaction of the relevant milestones set out in the 'Performance Criteria' row of Schedule 3 above.
- A nil dividend yield was assumed on the basis that the Company is unlikely to pay a dividend during the life of the Performance Rights.
- The assumed Share price at the grant date of \$0.045 is based on the Share price at the close of trading on 16 September 2025, the valuation date.



Proxy Voting Form

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

Star Minerals Limited | ABN 53 648 048 631

Your proxy voting instruction must be received by **9:00am (AWST) on Monday, 17 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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