
ACCELERATE RESOURCES LIMITED
ACN 617 821 771
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)
DATE: Monday, 6 July 2026
PLACE: Ground Floor, 16 Ord Street, West Perth, Western Australia 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (AWST) on Saturday, 4 July 2026.

BUSINESS OF THE MEETING

AGENDA

Notice is hereby given that the general meeting of Shareholders of Accelerate Resources Limited (**Company**) will be held at Ground Floor, 16 Ord Street, West Perth, Western Australia 6005 on Monday, 6 July 2026 at 10:00am (AWST) (**Meeting**).

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

Terms and abbreviations used in the Notice are defined in the Glossary.

1. RESOLUTION 1 – RATIFY TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 151,678,306 Shares under Listing Rule 7.1 on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Tranche 1 Placement or an associate of that person (or those persons).

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

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

2. RESOLUTION 2 – RATIFY TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 88,321,694 Shares under Listing Rule 7.1A on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Tranche 1 Placement or an associate of that person (or those persons).

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

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

3. RESOLUTION 3 – APPROVE THE ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 147,000,000 Shares on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a 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 Shares) or an associate of that person (or those persons).

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

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

4. **RESOLUTION 4 – DIRECTOR PARTICIPATION IN THE PLACEMENT – MR GRANT MOONEY**

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 Shares to Mr Grant Mooney (and/or his nominee(s)) under the Placement, on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Grant Mooney (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of Shares) or an associate of Mr Grant Mooney or any other abovementioned person.

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

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

5. **RESOLUTION 5 – DIRECTOR PARTICIPATION IN THE PLACEMENT – MR MARK THOMPSON**

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,000,000 Shares to Mr Mark Thompson (and/or his nominee(s)) under the Placement, on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Thompson (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of Shares) or an associate of Mr Mark Thompson or any other abovementioned person.

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

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

6. **RESOLUTION 6 – DIRECTOR PARTICIPATION IN THE PLACEMENT – MR RICHARD HILL**

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,000,000 Shares to Mr Richard Hill (and/or his nominee(s)) under the Placement, on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Richard Hill (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of Shares) or an associate of Mr Richard Hill or any other abovementioned person.

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

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

Dated: 2 June 2026
By order of the Board



Grant Mooney
Company Secretary

Voting by proxy

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
- a Proxy Form (and any power of attorney or other authority, if any, under which it is signed) **must be received in accordance with the instruction on the Proxy Form by 10:00am (AWST) on Saturday, 4 July 2026.** A Proxy Form received after that time will not be valid.

Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company will need to verify your identity. You can register on the day of the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6248 9663.

Important information about the holding of the General Meeting

The Board has elected to hold a physical meeting.

Please note the following:

- **Shareholders are encouraged to vote by proxy.**
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- Questions for the Board can be emailed to admin@ax8.com.au and must be received no later than 5:00pm (AWST) on Friday, 3 July 2026.

EXPLANATORY STATEMENT

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

1. BACKGROUND

1.1 Placement

On 28 May 2026, the Company announced a capital raising comprising a two-tranche placement to raise \$2 million (before costs) through the issue of 400,000,000 new Shares (**Placement Shares**) at an issue price of \$0.005 per Share (**Placement**).

The Placement comprises:

- (a) 240,000,000 Shares (**Tranche 1 Placement Shares**) issued to institutional, professional and sophisticated investors identified by the Company utilising the Company's existing placement capacity pursuant to Listing Rules 7.1 and 7.1A (**Tranche 1 Placement**) (refer to Resolutions 1 and 2);
- (b) 147,000,000 Shares (**Tranche 2 Placement Shares**) to be issued to institutional, professional and sophisticated investors identified by the Company, subject to Shareholder approval (**Tranche 2 Placement**) (refer to Resolution 3); and
- (c) 13,000,000 Placement Shares to be issued to Directors (and/or their respective nominees), subject to Shareholder approval (refer to Resolutions 4 to 6 (inclusive)).

Refer to the Company's ASX announcement on 28 May 2026 for further details regarding the Placement.

The Tranche 1 Placement Shares were issued on 4 June 2026. The Tranche 2 Placement Shares and the Placement Shares to be issued to the Directors are proposed to be issued in early July 2026.

1.2 Indicative use of funds

The proceeds raised from the Placement are intended to be used to advance ongoing exploration activities at the Woodie Woodie North Manganese Project and the Balagundi Gold Project, together with general working capital. Specifically, the proceeds will be applied to:

- (a) gravity and heritage surveys at the Woodie Woodie North Project;
- (b) RC drilling campaigns at the Woodie Woodie North Project (Gingarrigan, El Largo and Area 42 targets);
- (c) RC drilling at the Balagundi Gold Project (Spencers and Delta targets); and
- (d) general working capital and costs associated with completing the Placement.

2. RESOLUTIONS 1 AND 2 – RATIFY TRANCHE 1 PLACEMENT SHARES ISSUED UNDER LISTING RULES 7.1 AND 7.1A

2.1 General

Resolution 1 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) to ratify the issue of 151,678,306 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) to ratify the issue of 88,321,694 Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

Refer to Section 1 for further details of the Placement.

Resolutions 1 and 2 are ordinary resolutions.

The Chair intends to exercise all available undirected proxies in favour of Resolutions 1 and 2.

2.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 limits the number 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% Placement Capacity**).

In addition to its 15% Placement Capacity, the Company obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2025 annual general meeting of Shareholders in November 2025 (**2025 AGM**) to issue Equity Securities up to 10% of its issued share capital over a 12-month period after the Company's 2025 AGM, without needing prior Shareholder approval (**10% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 or Listing Rule 7.1A) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1 or Listing Rule 7.1A.

If Resolution 1 or 2 is passed, the relevant Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1 (for Resolution 1) and the 10% Placement Capacity in Listing Rule 7.1A (for Resolution 2), respectively, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 1 or 2 is not passed, the relevant Tranche 1 Placement Shares will be included in calculating the Company's 15% Placement Capacity under Listing Rule 7.1 (for Resolution 1) and the 10% Placement Capacity in Listing Rule 7.1A (for Resolution 2), respectively, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue of the Tranche 1 Placement Shares.

2.3 Information required by Listing Rule 7.5

The following information in relation to Resolutions 1 and 2 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Tranche 1 Placement Shares were issued to institutional, professional and sophisticated investors pursuant to Listing Rules 7.1 and 7.1A. No Tranche 1 Placement Shares were issued to any related party, a member of the Company's Key Management Personnel, a substantial Shareholder or adviser of the Company or an associate of any of those persons;
- (b) the Tranche 1 Placement Shares comprise:
 - (i) the issue of 151,678,306 Shares pursuant to Listing Rule 7.1, ratification of which is sought pursuant to Resolution 1; and
 - (ii) the issue of 88,321,694 Shares pursuant to Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2;
- (c) the Tranche 1 Placement 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) the Tranche 1 Placement Shares were issued on 4 June 2026;
- (e) the Tranche 1 Placement Shares were issued at an issue price of \$0.005 per Share, raising a total of approximately \$1.2 million (before costs);
- (f) funds raised from the issue of the Tranche 1 Placement Shares are intended to be used as detailed in Section 1.2;
- (g) the Tranche 1 Placement Shares were issued pursuant to subscription letters under which the investors subscribed for Tranche 1 Placement Shares at an issue price of \$0.005 per Share; and
- (h) a voting exclusion statement is included in the Notice for Resolutions 1 and 2.

2.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

3. RESOLUTION 3 – APPROVE THE ISSUE OF TRANCHE 2 PLACEMENT SHARES

3.1 General

Resolution 3 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 to issue up to 147,000,000 Shares to institutional, professional and sophisticated investors under the Tranche 2 Placement.

Refer to Section 1 for further details of the Placement.

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 3.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is detailed in Section 2.2.

Resolution 3 seeks the required Shareholder approval to issue the Tranche 2 Placement Shares for the purposes of Listing Rule 7.1.

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

If Resolution 3 is not passed, the Company will not be able to issue the Tranche 2 Placement Shares to institutional, professional and sophisticated investors, and the Company will not be able to raise funds from issuing the Tranche 2 Placement Shares and may seek to raise funds from alternate sources.

3.3 Specific information required by Listing Rule 7.3

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the Tranche 2 Placement Shares will be issued to institutional, professional and sophisticated investors identified by the Company. Other than the issue of 2,000,000 Shares to the Company's Chief Executive Officer, no Tranche 2 Placement Shares under Resolution 3 will be issued to a related party, a member of the Company's Key Management Personnel, a substantial Shareholder or an adviser of the Company or an associate of any of those persons;
- (b) the maximum number of Shares that the Company may issue under Resolution 3 is 147,000,000 Shares;
- (c) the Tranche 2 Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares;
- (d) the Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting;
- (e) the Tranche 2 Placement Shares issued under Resolution 3 have an issue price of \$0.005 per Share, raising a total of approximately \$735,000 (before costs);
- (f) funds raised from the proposed issue of the Tranche 2 Placement Shares are intended to be used as detailed in Section 1.2;
- (g) the Tranche 2 Placement Shares will be issued pursuant to subscription letters under which the investors agreed, subject to Shareholder approval, to subscribe for Tranche 2 Placement Shares at an issue price of \$0.005 per Share;
- (h) the Tranche 2 Placement Shares will not be issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in the Notice for Resolution 3.

3.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTIONS 4 TO 6 (INCLUSIVE) – DIRECTOR PARTICIPATION IN THE PLACEMENT

4.1 General

Resolutions 4 to 6 (inclusive) seek Shareholder approval pursuant to and in accordance with Listing Rule 10.11 (and for all other purposes) for the issue of an aggregate of 13,000,000 Shares at an issue price of \$0.005 per Share to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective

nominee(s)) under the Placement to raise gross proceeds of \$65,000 (before costs), to be allocated as follows:

- (a) 4,000,000 Shares to Mr Grant Mooney (and/or his nominee(s)) under Resolution 4;
- (b) 4,000,000 Shares to Mr Mark Thompson (and/or his nominee(s)) under Resolution 5; and
- (c) 5,000,000 Shares to Mr Richard Hill (and/or his nominee(s)) under Resolution 6.

Refer to Section 1 for further details regarding the Placement.

Resolutions 4 to 6 (inclusive) are ordinary resolutions.

The Chair intends to exercise all available undirected proxies in favour of Resolutions 4 to 6 (inclusive).

4.2 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company or entity must:

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

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

Messrs Grant Mooney, Mark Thompson and Richard Hill as Directors, are related parties of the Company for the purposes of section 208 of the Corporations Act.

The Board has determined that the proposed issue of 13,000,000 Shares to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s)) under the Placement falls within the arm's length exception in section 210 of the Corporations Act, as any participation in the Placement will be on the same terms as those offered to other investors who are not related parties of the Company.

4.3 Listing Rule 10.11

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

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c); or

- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains shareholder approval.

The issue of the 13,000,000 Shares to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s)), as Directors, falls within Listing Rule 10.11.1, as they are related parties of the Company, and do not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 to 6 (inclusive) seek Shareholder approval to issue 13,000,000 Shares to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s)) under and for the purposes of Listing Rule 10.11 (and for all other purposes).

To the extent Resolutions 4 to 6 (inclusive) are passed, the Company will be able to proceed with the issue of the 13,000,000 Shares to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s)) and the Company will be able to raise funds from the issue of those Shares. In addition, the issue of the Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

To the extent Resolutions 4 to 6 (inclusive) are not passed, the Company will not be able to proceed with the issue of the 13,000,000 Shares to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s)) and the Company will not be able to raise funds from the issue of those Shares and may seek to raise funds from alternate investors.

4.4 Specific information required by Listing Rule 10.13

The following information in relation to Resolutions 4 to 6 (inclusive) is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Shares in relation to Resolutions 4 to 6 (inclusive) will be issued to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s));
- (b) Messrs Grant Mooney, Mark Thompson and Richard Hill as Directors, fall within Listing Rule 10.11.1 as they are related parties of the Company. Any party they nominate to receive Shares may fall within category 10.11.4 of the Listing Rules as an associate of Grant Mooney, Mark Thompson and Richard Hill;
- (c) the maximum number of Shares the Company proposes to issue is 13,000,000, comprising:
 - (i) 4,000,000 Shares to Mr Grant Mooney (and/or his nominee(s));
 - (ii) 4,000,000 Shares to Mr Mark Thompson (and/or his nominee(s)); and
 - (iii) 5,000,000 Shares to Mr Richard Hill (and/or his nominee(s));
- (d) the Shares in relation to Resolutions 4 to 6 (inclusive) will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;

- (e) the Shares in relation to Resolutions 4 to 6 (inclusive) will be issued no later than one month after the date of the Meeting;
- (f) the Shares in relation to Resolutions 4 to 6 (inclusive) will have an issue price of \$0.005 per Share, raising a total of \$65,000 (before costs);
- (g) funds raised from the proposed issue of the 13,000,000 Shares are intended to be used as detailed in Section 1.2;
- (h) the Shares in relation to Resolutions 4 to 6 (inclusive) to be issued to Messrs Grant Mooney, Mark Thompson and Richard Hill (and/or their respective nominee(s)) are not intended to incentivise, and are not part of any remuneration for, Messrs Grant Mooney, Mark Thompson and Richard Hill;
- (i) the Shares in relation to Resolutions 4 to 6 (inclusive) are to be issued pursuant to a subscription letter under which Messrs Grant Mooney, Mark Thompson and Richard Hill agreed to be issued Shares at an issue price of \$0.005 per Share, subject to Shareholder approval; and
- (j) a voting exclusion statement is included in the Notice for Resolutions 4 to 6 (inclusive).

4.5 Board Recommendation

The Board (excluding Mr Grant Mooney) recommends that Shareholders vote in favour of Resolution 4.

The Board (excluding Mr Mark Thompson) recommends that Shareholders vote in favour of Resolution 5.

The Board (excluding Mr Richard Hill) recommends that Shareholders vote in favour of Resolution 6.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 2.2.

15% Placement Capacity has the meaning given in Section 2.2.

2025 AGM has the meaning given in Section 2.2.

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

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

Board means the current board of Directors.

Chair means the chair of the Meeting.

Company means Accelerate Resources Limited (ACN 617 821 771).

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

Directors means the current directors of the Company.

Equity Securities has the meaning given in the ASX Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

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

Listing Rules means the official listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of this Notice.

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

Placement has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement has the meaning given in Section 1.1.

Tranche 2 Placement has the meaning given in Section 1.1.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Shares has the meaning given in Section 1.1.

Your General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Monday, 6 July 2026 at 10:00am (AWST)
Location	Ground Floor, 16 Ord Street, West Perth, Western Australia 6005
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

Select: Accelerate Resources Limited

Enter HIN/SRN:

Enter Postcode: if within Australia or

Select Country: if outside Australia

Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

@ Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:

Xcend Pty Ltd

PO Box R1905

Royal Exchange NSW 1225

Allow extra time for postal delivery

DEADLINE: Saturday, 4 July 2026 at 10:00am (AWST)
(48 hours before the meeting)

SRN/HIN:

If Your Address is Incorrect

• Update it in the space provided on the proxy form, OR

• If your shares are broker-sponsored (HIN starts with `X`), contact your broker

Registered Name & Address

Your Proxy Form – Accelerate Resources Limited General Meeting July 2026

Appointment of Proxy

I/We, being member(s) of Accelerate Resources Limited ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the General Meeting on Monday, 6 July 2026 at 10:00am (AWST) at Ground Floor, 16 Ord Street, West Perth, Western Australia 6005 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1 Ratify Tranche 1 Placement Shares Issued Under Listing Rule 7.1			
2 Ratify Tranche 1 Placement Shares Issued Under Listing Rule 7.1A			
3 Approve the Issue of Tranche 2 Placement Shares			
4 Director Participation in the Placement – Mr Grant Mooney			
5 Director Participation in the Placement – Mr Mark Thompson			
6 Director Participation in the Placement – Mr Richard Hill			

Please Sign and Return
* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1

Sole Director/Sole Company Secretary

Print Name of Securityholder

Joint Securityholder 2

Director/Company Secretary

Print Name of Securityholder

Joint Securityholder 3

Director/Company Secretary

Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.