ASX Announcement
20 October 2025

ALTAMIN

Dear Shareholder

The Annual General Meeting (**Meeting**) of shareholders of Altamin Limited (ABN 63 078 510 988) (**Company**) will be held at the Quest South Perth Foreshore, 22 Harper Terrace, South Perth 6151, Western Australia on Thursday, 20 November 2025 at 09:00am (AWST).

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Company's notice of the Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website at www.altamin.com.au/ or ASX at www2.asx.com.au.

You may vote by attending the Meeting in person (or by attorney), by proxy or by appointing a corporate representative. The Company strongly encourages shareholders to submit their proxy appointment and voting instructions prior to the meeting in person, by post, electronically via the internet or by facsimile.

Your proxy form must be received by 09:00am (AWST) on 18 November 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice.

If the Company needs to make alternative arrangements to the way in which the Meeting is held, we will notify you of any changes by way of announcement on ASX and the details will also be made available on our website at www.altamin.com.au/.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary on 08 9321 5000 or email info@altamin.com.au.

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please visit the Company's share registry website at https://investor.automic.com.au/#/home, contact at hello@automicgroup.com.au or call 1300 288 664 or +61 2 9698 5414 (overseas).

Yours sincerely,

Stephen Hills
Finance Director and Company Secretary

ALTAMIN LIMITED

ABN 63 078 510 988

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Thursday, 20 November 2025

Time of Meeting

9:00am (AWST)

Place of Meeting

Quest South Perth Foreshore, 22 Harper Terrace, South Perth WA 6151

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

ALTAMIN LIMITED
ABN 63 078 510 988

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Altamin Limited ABN 63 078 510 988 will be held at 9:00am (AWST) on Thursday, 20 November 2025 at Quest South Perth Foreshore, 22 Harper Terrace, South Perth WA 6151, for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Company will update Shareholders if arrangements for the Meeting change by way of announcement on ASX and the details will also be made available on our website at www.altamin.com.au.

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2025, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

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

> *"That the Remuneration Report for the year ended 30 June 2025 as set out in the 2025 Annual Report be adopted."*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement: *The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:*

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution ***or*** *the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and*

(b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

2 Resolution 2 – Re-election of Mr Geraint Harris as a Director

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

> *"That Mr Geraint Harris, who ceases to hold office in accordance with clause 6.1(e) of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected a Director of the Company."*

3 Resolution 3 – Re-election of Mr Peter Edwards as a Director

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

> *"That Mr Peter Edwards, who ceases to hold office in accordance with clause 6.1(e) of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected a Director of the Company."*

4 Resolution 4 – Re-election of Mr Stephen Hills as a Director

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

> *"That, Mr Stephen Hills, who retires in accordance with clause 6.1(f)(i) of the Constitution and Listing Rule 14.4 and, being eligible for re-election, be re-elected as a Director."*

5 Resolution 5 – Issue of performance-related Options to Mr Geraint Harris (or his nominee(s))

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

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Options to Mr Geraint Harris (or his nominee(s)), with each Option having an exercise price of $0.022 and an expiry date of five years from the date of issue, on the terms and conditions set out in the Explanatory Memorandum (including Annexures A and C to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Geraint Harris and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Plan; or

(b) an Associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

6 Resolution 6 – Issue of Performance Shares to Mr Stephen Hills (or his nominee(s))

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

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 2,250,000 Performance Shares for no cash consideration to Mr Stephen Hills (or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum (including Annexure C to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Stephen Hills and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Plan; or

(b) an Associate of that person.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way ; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.)

7 Resolution 7 – Issue of Performance Rights to Mr Stephen Hills (or his nominee(s))

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

> *"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of up to 2,250,000 Performance Rights for no cash consideration to Mr Stephen Hills (or his nominee(s)), with each Performance Right having a nil exercise price and an expiry date of four years from the date of issue, on the terms and conditions set out in the Explanatory Memorandum (including Annexures B and C to the Explanatory Memorandum)."*

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Stephen Hills and his nominee(s), and other persons referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who are eligible to participate in the Plan; or

(b) an Associate of those persons. *However, this does not apply to a vote cast in favour of the Resolution by:* *(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or* *(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or* *(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:* *(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and* *(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.* *Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:* *(a) the appointment specifies the way the proxy is to vote on the Resolution; or* *(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.* *Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.* *If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.*

8 Resolution 8 – Approval of potential benefits to Mr Geraint Harris (or his nominee(s)) in relation to Options

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

> "*Subject to the passing of Resolution 5, that for the purposes of Listing Rule 10.19 and sections 200B, 200C and 200E of the Corporations Act, and for all other purposes, the potential benefits in relation to the Options described in the Explanatory Memorandum which may become payable to Mr Geraint Harris (or his nominee(s)), be approved.*"

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:* *(a) Mr Geraint Harris (or his nominee(s)), or any other officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or* *(b) an Associate of those persons.* *However, this does not apply to a vote cast in favour of the Resolution by:* *(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or* *(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or* *(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:* *(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and* *(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.* *Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:* *(a) the appointment specifies the way the proxy is to vote on the Resolution; or* *(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key*

Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

9 Resolution 9 – Approval of potential benefits to Mr Stephen Hills (or his nominee(s)) in relation to Performance Rights

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

> "*Subject to the passing of Resolution 7, that for the purposes of Listing Rule 10.19 and sections 200B, 200C and 200E of the Corporations Act, and for all other purposes, the potential benefits in relation to the Performance Rights described in the Explanatory Memorandum which may become payable to Mr Stephen Hills (or his nominee(s)), be approved.*"

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Stephen Hills (or his nominee(s)), or any other officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or

(b) an Associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

10 Resolution 10 – Approval of Additional 10% Placement Capacity

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

> *"That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve 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 Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

Note: No voting exclusion statement is included for this Resolution because the Company is not proposing any issue of Equity Securities under Listing Rule 7.1A as at the date of this Notice.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Stephen Hills
Company Secretary

Dated: 17 October 2025

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below. An attorney need not be a Shareholder.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed. The representative need not be a Shareholder.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint a proxy or, if the Shareholder is entitled to cast two or more votes, not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1 and 5 to 9 (inclusive) in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 9:00am (AWST) on Tuesday, 18 November 2025. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - in person to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
  - by post to Automic, GPO Box 5193, Sydney NSW 2001;
  - by email to meetings@automicgroup.com.au;
  - by facsimile to + 61 2 8583 3040; or
  - by recording the proxy appointment and voting instructions via the internet at https://investor.automic.com.au/#/loginsah or scanning the QR code on the Proxy Form using your smartphone. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 9:00am (AWST) on Tuesday, 18 November 2025. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:00pm (AWST) on Tuesday, 18 November 2025.

ALTAMIN LIMITED
ABN 63 078 510 988

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2025, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor’s representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the independent audit report;

(c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

1 Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2025 Annual Report be adopted. The Remuneration Report is set out in the Company’s 2025 Annual Report and is also available on the Company’s website (www.altamin.com.au).

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2024 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on Friday, 22 November 2024. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

1.2 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

2 Resolution 2 – Re-election of Mr Geraint Harris as a Director

2.1 General

Resolution 2 seeks approval for the re-election of Mr Geraint Harris as a Director with effect from the end of the Meeting.

Clause 6.1(e) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Listing Rule 14.4 provides that a director of an entity appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Geraint Harris, having been appointed by the Board on 22 August 2025, retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and Listing Rule 14.4 and submits himself for re-election in accordance with clause 6.1(e) of the Constitution.

If the Resolution is passed, Mr Geraint Harris will be re-elected and will continue to act as a Director. If the Resolution is not passed, Mr Geraint Harris will not be re-elected and will cease to act as a Director.

2.2 Qualifications

Mr Geraint Harris is a Mining Engineer and brings his skills in strategy, operations, commercial and stakeholder engagement and experience with global capital markets. Having started his career as a mining engineer, he has accumulated over 30 years' of multi-disciplinary mining industry experience in which he has held senior positions across multiple commodities, geographies and markets including as the CEO for Adriatic Metals Limited, which he led through its ASX listing process and its further development.

Mr Geraint Harris was previously a Director of Altamin to 30 April 2024, during which time he led the Company in developing the Lazio project and advancing the Gorno project. He has a deep knowledge of Altamin's assets, key stakeholders and operating projects in Italy.

2.3 Other material directorships

Mr Geraint Harris does not currently hold any other material directorship positions.

2.4 Independence

The Board considers that Mr Geraint Harris, if re-elected, will continue to be classified as a non-independent director.

2.5 Board recommendation

The Company confirms it has conducted appropriate checks into Mr Geraint Harris' background and experience and those checks have not revealed any information of concern.

Based on Mr Geraint Harris' relevant experience and qualifications, the members of the Board, in the absence of Mr Geraint Harris, support the re-election of Mr Geraint Harris as a director of the Company.

3 Resolution 3 – Re-election of Mr Peter Edwards as a Director

3.1 General

Resolution 3 seeks approval for the re-election of Mr Peter Edwards as a Director with effect from the end of the Meeting.

Clause 6.1(e) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Listing Rule 14.4 provides that a director of an entity appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Peter Edwards, having been appointed by the Board on 22 August 2025, retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and Listing Rule 14.4 and submits himself for re-election in accordance with clause 6.1(e) of the Constitution.

If the Resolution is passed, Mr Peter Edwards will be re-elected and will continue to act as a Director. If the Resolution is not passed, Mr Peter Edwards will not be re-elected and will cease to act as a Director.

3.2 Qualifications

Mr Peter Edwards is as a representative of the Company's major shareholder, Victor Smorgon Group, one of Australia's most established and successful family offices, operating since 1995 across multiple asset classes as a family-run operating and investment company.

Under his leadership, the portfolio of the Victor Smorgon Group has grown to include a range of successful businesses, partnerships and investments. He has played a pivotal role in the Victor Smorgon Group's strategic investments in the resources sector, and as executive chairman and co-CIO of the Victor Smorgon Group's investment portfolio, he oversees investments in themes such as gold, decarbonisation, automation and emerging markets, reflecting his deep understanding of resource-based opportunities and their long-term value.

Mr Peter Edwards is also actively engaged in philanthropic initiatives, continuing the strong tradition of philanthropy that has been an enduring hallmark of the Victor Smorgon family for generations.

3.3 Other material directorships

Mr Peter Edwards does not currently hold any other material directorship positions.

3.4 Independence

The Board considers that Mr Peter Edwards, if re-elected, will continue to be classified as a non-independent director.

3.5 Board recommendation

The Company confirms it has conducted appropriate checks into Mr Peter Edwards' background and experience and those checks have not revealed any information of concern.

Based on Mr Peter Edwards' relevant experience and qualifications, the members of the Board, in the absence of Mr Peter Edwards, support the re-election of Mr Peter Edwards as a director of the Company.

4 Resolution 4 – Re-election of Stephen Hills as a Director

4.1 General

Pursuant to clause 6.1(f)(i) of the Constitution and Listing Rule 14.4, Mr Stephen Hills, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

If the Resolution is passed, Mr Stephen Hills will be re-elected and will continue to act as a Director. If the Resolution is not passed, Mr Stephen Hills will not be re-elected and will cease to act as a Director.

4.2 Qualifications

Mr Stephen Hills has extensive experience in senior finance roles with ASX and TSX listed mining companies with gold, nickel and copper producing assets. Before joining the Company, he was involved with the financing, commissioning and operations of the Kipoi Copper Project in the DRC, and before that, the TSX listing of Mirabela Nickel Limited and subsequent initial syndicated project financing for the Santa Rita nickel mine in Brazil. He was CFO of Gallery Gold Limited, which developed the Mupane Gold project in Botswana, and prior to that, the CFO of a global laboratory services group before its sale to SGS Group.

4.3 Other material directorships

Mr Stephen Hills does not currently hold any other material directorship positions.

4.4 Independence

Mr Stephen Hills was appointed to the Board on 26 June 2017. The Board considers that Mr Stephen Hills, if re-elected, will continue to be classified as a non-independent director.

4.5 Board recommendation

Based on Mr Stephen Hills' relevant experience and qualifications, the members of the Board, in the absence of Mr Stephen Hills, support the re-election of Mr Stephen Hills as a director of the Company.

5 Resolution 5 – Issue of performance-related Options to Mr Geraint Harris (or his nominee(s))

5.1 Background

The Company proposes to issue a total of up to 10,000,000 Options (each with an exercise price of $0.022 and an expiry date of five years from the date of issue) to Mr Geraint Harris (or his nominee(s)).

The issue of Options encourages Mr Geraint Harris to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership.

Under the Company's current circumstances, the Directors consider (in the absence of Mr Geraint Harris) that the incentives intended for Mr Geraint Harris represented by the issue of these Options are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Options proposed to be issued to Mr Geraint Harris (or his nominee(s)) has been determined based upon a consideration of:

(a) the remuneration of Mr Geraint Harris;

(b) the experience of Mr Geraint Harris within the mining industry;

(c) the current price of Shares;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice;

(e) attracting and retaining suitably qualified directors; and

(f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

5.2 Related Party Transactions Generally

Chapter 2E of the Corporations Act 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 benefits falls within one of the nominated exceptions to the provision; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Geraint Harris is a related party of the Company.

In relation to this Resolution, the Board (excluding Mr Geraint Harris) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Options as the issue forms part of the remuneration package for Mr Geraint Harris (see section 5.5 below for further details) and is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

5.3 Directors' recommendation

All the Directors were available to make a recommendation.

Mr Geraint Harris declines to make a recommendation about this Resolution as he may have a material personal interest in the outcome of the Resolution.

The Directors (in the absence of Mr Geraint Harris) recommend that Shareholders vote in favour of this Resolution. The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

5.4 Consequences of passing this Resolution

If this Resolution is passed, the Company will issue up to 10,000,000 Options to Mr Geraint Harris (or his nominee(s)) as noted above.

If this Resolution is not passed, the Company will not issue any Options to Mr Geraint Harris (or his nominee(s)) and the Company may need to find alternative ways to remunerate Mr Geraint Harris, including by the payment of cash (which will have an impact on the Company's cash reserves, and not have the intended benefit of aligning Mr Geraint Harris' interests with those of other Shareholders through the issue of Options).

5.5 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- 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 (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Options to Mr Geraint Harris (or his nominee(s)) pursuant to this Resolution falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the Options will be issued to Mr Geraint Harris (or his nominee(s));

(b) Mr Geraint Harris is a Director of the Company and, therefore, a Listing Rule 10.14.1 party;

(c) up to 10,000,000 Options will be issued to Mr Geraint Harris (or his nominee(s));

(d) Mr Geraint Harris is a Director of the Company and the issue the subject of this Resolution is intended to remunerate or incentivise Mr Geraint Harris, whose current total remuneration comprises:

(i) $320,000 per annum for his role as Chief Executive Officer; and

(ii) $60,000 per annum (inclusive of statutory superannuation) for his role as Director.

Mr Geraint Harris is also eligible to receive a short-term incentive bonus payment of up to $150,000. The bonus will be paid in cash at the Board's absolute discretion, and subject to achieving certain milestones relating to financial and non-financial targets aligned with the strategy and business performance as agreed with the Board.

(e) the total number of Equity Securities previously issued to Mr Geraint Harris under the Plan (since it was approved by Shareholders at the Company's 2023 annual general meeting) is 4,500,000 incentive Options, with a nil average acquisition price;

(f) the terms and conditions of the Options are set out in Annexure A to this Explanatory Memorandum;

(g) the Options were chosen as the relevant security to further remunerate and incentivise Mr Geraint Harris as they encourage Mr Geraint Harris to pursue specific Company objectives aligned with the vesting conditions set out in Annexure A, and to strive towards their achievement and therefore participate in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Mr Geraint Harris) that the incentives represented by the grant of these Options are a cost effective an efficient means for the Company to provide long-term incentive and reward, as opposed to alternative forms of incentive, such as the payment of additional cash compensation. The Options will be treated as share-based payments under AASB 2, and the Company will recognise a share-based payment expense measured at fair value at the issue date and recognised over the vesting period;

(h) the Company has valued the Options using the Black-Scholes Model. Based on the following assumptions, it is considered that the estimated average value of the Options to be issued to Mr Geraint Harris (or his nominee(s)) is $0.02348 per Option:

Variable	Input			
	Tranche A	Tranche B	Tranche C	Tranche D
Share price[1]	$0.03	$0.03	$0.03	$0.03
Exercise price	$0.022	$0.022	$0.022	$0.022
Risk free interest rate[2]	3.74%	3.74%	3.74%	3.74%
Expected volatility[3]	96.11%	96.11%	96.11%	96.11%
Time (years to expiry)	5 years	5 years	5 years	5 years
Vesting date	Completion of the sale of the Gorno Project at or above an implied valuation threshold to be agreed by the Board.	A JORC-compliant scoping study for the Lazio Project being completed and announced to the ASX.	An equity capital raising being completed and announced to the ASX raising a minimum of $2 million (before costs) to enable funding of a pre-feasibility study for the Lazio Project.	A JORC-compliant pre-feasibility study for the Lazio Project being completed and announced to the ASX.

Notes:

1. Being the closing price of Shares on ASX on 9 October 2025.

2. Estimated, based on the yield-to-maturity of an Australian government bond on 9 October 2025 with a 5 year term.
3. As determined from the daily movements in Share price over the last 12 months, adjusted for abnormal trading.

(i) the Options will be issued on a date which will be no later than 3 years after the date of this Meeting;

(j) the Options will be issued for no cash consideration;

(k) a summary of the material terms of the Plan under which the Performance Rights have been offered is set out in Annexure C to this Explanatory Memorandum;

(l) no loan will be made to Mr Geraint Harris in relation to the issue or exercise of the Options;

(m) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(o) a voting exclusion statement applies to this Resolution as set out in this Notice.

6 Resolutions 6 and 7 – Issue of Performance Shares and Performance Rights to Mr Stephen Hills (or his nominee(s))

6.1 Background

The Company proposes to issue a total of up to:

- 2,250,000 fully paid ordinary shares (**Performance Shares**); and
- 2,250,000 Performance Rights (each with a nil exercise price and an expiry date of four years from the date of issue),

(together, the **Hills Incentives**) to Mr Stephen Hills (or his nominee(s)).

The issue of the Performance Shares is in recognition of the services provided by Mr Stephen Hills in his role as Finance Director and interim Managing Director during FY25.

The issue of Performance Rights encourages Mr Stephen Hills, and other members of the management team who will also receive Performance Rights, to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership.

Under the Company's current circumstances, the Directors consider (in the absence of Mr Stephen Hills) that the incentives intended for Mr Stephen Hills represented by the issue of these Hills Incentives are a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Hills Incentives proposed to be issued to Mr Stephen Hills has been determined based upon a consideration of:

(a) the remuneration of Mr Stephen Hills;

(b) the experience of Mr Stephen Hills within the mining industry;

(c) the current price of Shares;

(d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice;

(e) attracting and retaining suitably qualified directors; and

(f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.

6.2 Related Party Transactions Generally

Chapter 2E of the Corporations Act 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 benefits falls within one of the nominated exceptions to the provision; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Stephen Hills is a related party of the Company.

In relation to Resolutions 6 and 7, the Board (excluding Mr Stephen Hills) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Hills Incentives as the issue forms part of the remuneration package for Mr Stephen Hills (see section 6.5 below for further details) and is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

6.3 Directors' recommendation

All the Directors were available to make a recommendation.

Mr Stephen Hills declines to make a recommendation about Resolutions 6 and 7 as he may have a material personal interest in the outcome of Resolutions 6 and 7.

The Directors (in the absence of Mr Stephen Hills) recommend that Shareholders vote in favour of Resolutions 6 and 7. The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

6.4 Consequences of passing Resolutions 6 and 7

If Resolution 6 is passed, the Company will issue up to 2,250,000 Performance Shares to Mr Stephen Hills (or his nominee(s)) as noted above

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of Performance Shares to Mr Stephen Hills (or his nominee(s)) and may need to find alternative ways to remunerate Mr Stephen Hills for the additional services provided during FY25, including by a once-off cash bonus (which will have an impact on the Company's cash reserves, and not have the intended benefit of aligning Mr Stephen Hills' interests with those of other Shareholders through the issue of Performance Shares).

If Resolution 7 is passed, the Company will issue up to 2,250,000 Performance Rights to Mr Stephen Hills (or his nominee(s)) as noted above.

If Resolution 7 is not passed, the Company will not issue any Performance Rights to Mr Stephen Hills (or his nominee(s)) and the Company may need to find alternative ways to remunerate Mr Stephen Hills, including by the payment of cash (which will have an impact on the Company's cash reserves, and not have the intended benefit of aligning Mr Stephen Hills' interests with those of other Shareholders through the issue of Performance Rights).

6.5 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- 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 (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Hills Incentives to Mr Stephen Hills (or his nominee(s)) pursuant to Resolutions 6 and 7 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the Hills Incentives will be issued to Mr Stephen Hills (or his nominee(s));

(b) Mr Stephen Hills is a Director of the Company and, therefore, a Listing Rule 10.14.1 party;

(c) up to:

    (i) 2,250,000 Performance Shares; and

    (ii) 2,250,000 Performance Rights

    will be issued to Mr Stephen Hills (or his nominee(s));

(d) Mr Stephen Hills is a Director of the Company and, as such, is a related party of the Company, and the issue of Performance Shares the subject of Resolution 6 is intended to remunerate Mr Stephen Hills, whose current total remuneration package comprises:

    (i) $320,000 per annum (inclusive of superannuation); and

    (ii) an annual entitlement to participate in the Company's long-term incentive plan through the issue of Options or Performance Rights (including the proposed issue of Performance Rights under the Company's FY26 incentive plan the subject of Resolution 7);

(e) the total number of Equity Securities previously issued to Mr Stephen Hills under the Plan (since it was approved by Shareholders at the Company's 2023 annual general meeting) is 3,500,000 incentive Options, with a nil average acquisition price;

(f) the Performance Shares are fully paid ordinary shares in the Company and will be issued for nil cash consideration;

(g) the terms and conditions of the Performance Rights are set out in Annexure B to this Explanatory Memorandum;

(h) the Performance Shares are being issued to further remunerate Mr Stephen Hills for services provided in his role as Finance Director and interim Managing Director during FY25;

(i) the Performance Rights were chosen as the relevant security to further remunerate and incentivise Mr Stephen Hills as they provide a direct link to the performance hurdles set out in Annexure B, which align executive reward with the achievement of Shareholder value and retention, and delay dilution and Shareholder rights until the hurdles are met. The Performance Rights will be treated as share-based payments under AASB 2, and the Company will recognise a share-based payment expense measured at fair value at the issue date and recognised over the vesting period;

(j) the Company has valued the Performance Rights using the Black-Scholes Model. Based on the following assumptions, it is considered that the estimated average value of the Performance Rights to be issued to Mr Stephen Hills (or his nominee(s)) is $0.029 per Performance Right:

    (i) Share price: $0.03, being the closing price of Shares on ASX on 9 October 2025;

    (ii) exercise price: nil;

    (iii) risk-free rate of return: 3.74% (estimated, based on the yield-to-maturity of an Australian government bond on 9 October 2025 with a 5 year term);

    (iv) expected volatility: 96% (as determined from the daily movements in Share price over the last 12 months, adjusted for abnormal trading); and

    (v) time (years to expiry): 4 years;

(k) the Hills Incentives will be issued on a date which will be no later than 3 years after the date of this Meeting;

(l) the Hills Incentives will be issued for no cash consideration;

(m) a summary of the material terms of the Plan under which the Hills Incentives have been offered is set out in Annexure C to this Explanatory Memorandum;

(n) no loan will be made to Mr Stephen Hills in relation to the issue or exercise of the Hills Incentives;

(o) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(p) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolutions 6 and 7 are approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(q) a voting exclusion statement applies to Resolutions 6 and 7 as set out in this Notice.

7 Resolutions 8 and 9 – Approval of potential benefits to Mr Geraint Harris (or his nominee(s)) in relation to performance-related Options and to Mr Stephen Hills (or his nominee(s)) in relation to Performance Rights

7.1 Background

Subject to the passing of:

(a) Resolution 5, up to 10,000,000 Options are proposed to be issued to Mr Geraint Harris (or his nominee(s)). A summary of the terms of the Options is set out in Annexure A to this Explanatory Memorandum; and

(b) Resolution 7, up to 2,250,000 Performance Rights are proposed to be issued to Mr Stephen Hills (or his nominee(s)). A summary of the terms of the Performance Rights is set out in Annexure B to this Explanatory Memorandum.

The terms of the Options and Performance Rights include potential benefits which may become payable to Mr Geraint Harris or Mr Stephen Hills in connection with them ceasing employment with the Company and/or engagement as a Director of the Company, or in connection with a Change of Control Event (see the definition in paragraph (k) of Annexure C) that involves the transfer of the whole or any part of the undertaking or property of the Company. Resolutions 8 and 9 seek Shareholder approval for the giving of those potential termination benefits for all purposes of Part 2D.2 of the Corporations Act and Listing Rule 10.19 as set out in this Explanatory Memorandum.

If Resolution 5 is not passed, then Resolution 8 will have no effect.

If Resolution 7 is not passed, then Resolution 9 will have no effect.

7.2 Benefits payable to Mr Geraint Harris and Mr Stephen Hills (or their nominee(s))

The terms of the Options and Performance Rights allow for the Board to exercise discretion in the following circumstances:

(a) discretion to determine that any unvested Options or Performance Rights will not immediately lapse upon Mr Geraint Harris or Mr Stephen Hills (where relevant) ceasing to be an employee or Director of the Company for any reason;

(b) discretion to determine how unvested Options or Performance Rights will be treated if a Change of Control Event occurs; and

(c) a general discretion to reduce or waive conditions to the Options or Performance Rights in whole or in part at any time and in any particular case, which might include the exercise of that discretion in the context of the Mr Geraint Harris' or Mr Stephen Hills' (where relevant) cessation of employment or engagement as a Director of the Company or in connection with a Change of Control Event.

The benefits noted above are in addition to statutory entitlements, any payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

7.3 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or another exemption applies.

Under section 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders under section 200E of the Corporations Act.

Each of Mr Geraint Harris and Mr Stephen Hills hold a managerial or executive office in the Company.

The term "benefit" has a wide operation and would include the exercise of Board discretion in the circumstances noted above. Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal with the Options or Performance Rights in connection with:

- the termination or cessation of Mr Geraint Harris' or Mr Stephen Hills' respective employment or engagement as a Director; or

- a Change of Control Event that involves the transfer of the whole or any part of the undertaking or property of the Company,

in accordance with the terms and conditions of the Options or Performance Rights, where to do so would involve giving a “benefit” to Mr Geraint Harris or Mr Stephen Hills (or their nominee(s)) (where relevant) in connection with that event.

The approval is sought in relation to the Options proposed to be issued to Mr Geraint Harris (or his nominee(s)) under Resolution 5 and in relation to the Performance Rights proposed to be issued to Mr Stephen Hills (or his nominee(s)) under Resolution 7.

The value of any benefit relating to the Options or Performance Rights given in connection with Mr Geraint Harris or Mr Stephen Hills (where relevant) ceasing to hold managerial or executive office, or in connection with a Change of Control Event that involves the transfer of the whole or any part of the undertaking or property of the Company, cannot presently be ascertained. However, as set out in paragraphs 5.5 and 6.5 respectively, the Company considers that the estimated average value of the Options to be issued to Mr Geraint Harris (or his nominee(s)) is $0.02348 per Option (for an aggregate estimated value of up to $234,814 for 10,000,000 Options) and the estimated average value of the Performance Rights to be issued to Mr Stephen Hills (or his nominee(s)) is $0.029 per Performance Right (for an aggregate estimated value of up to $67,481 for 2,250,000 Performance Rights). Further, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

(a) the number of Options or Performance Rights held by Mr Geraint Harris or Mr Stephen Hills (or their nominee(s)) prior to the relevant event;

(b) Mr Geraint Harris or Mr Stephen Hills’ length of service and the status of the vesting conditions attaching to the Options or Performance Rights at the relevant time;

(c) the proportion of the vesting period that has elapsed for the Options or Performance Rights at the relevant time;

(d) whether the vesting conditions are waived or (if not waived) met, and the number of Options or Performance Rights which will vest, which could be a portion of or all of the:

    (i) up to 10,000,000 Options proposed to be issued to Mr Geraint Harris (or his nominee(s)) pursuant to Resolution 5; and

    (ii) up to 2,250,000 Performance Rights proposed to be issued to Mr Stephen Hills (or his nominee(s)) pursuant to Resolution 7); and

(e) the market price of the Company’s Shares on ASX on the date Shares are issued to Mr Geraint Harris or Mr Stephen Hills (or their nominee(s)) (where relevant) upon exercise of the Options or Performance Rights.

7.4 Listing Rule 10.19

Shareholder approval of the benefits that may be given to Mr Geraint Harris or Mr Stephen Hills (or their nominee(s)) by virtue of the exercise of Board discretion under the terms of the Options or Performance Rights as set out above upon termination or cessation of Mr Geraint Harris’ or Mr Stephen Hills’ employment or office as Director is also sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**). Accordingly, Shareholder approval is being sought on the basis that, if Resolutions 8 or 9 are passed, officers of the Company (including Mr Geraint Harris and Mr Stephen Hills) may be entitled to termination benefits under the Plan which exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19 (including where such payment would exceed the 5% Threshold) if Resolutions 8 and 9 are approved by Shareholders.

7.5 Consequences of passing the Resolutions

If Resolution 8 is passed, the Company will be able to give benefits which may exceed the 5% Threshold to Mr Geraint Harris (or his nominee(s)) in connection with him ceasing to hold that managerial or executive office, or in connection with a Change of Control Event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the rules of the Options.

If Resolution 8 is not passed, the Company will not be able to give those benefits to Mr Geraint Harris (or his nominee(s)) unless:

(a) the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular benefit or (if applicable) another exemption to the restriction in section 200B of the Corporations Act applies; and

(b) if applicable, the Company obtains future Shareholder approval under Listing Rule 10.19 or those benefits along with termination benefits payable to all officers will not exceed the 5% Threshold.

If Resolution 9 is passed, the Company will be able to give termination benefits which may exceed the 5% Threshold to Mr Stephen Hills (or his nominee(s)) in connection with him ceasing to hold that managerial or executive office, or in connection with a Change of Control Event that involves the transfer of the whole or any part of the undertaking or property of the Company, in accordance with the rules of the Performance Rights.

If Resolution 9 is not passed, the Company will not be able to give those benefits to Mr Stephen Hills (or his nominee(s)) unless:

(a) the Company obtains future Shareholder approval under section 200E of the Corporations Act for the giving of the particular benefit or (if applicable) another exemption to the restriction in section 200B of the Corporations Act applies; and

(b) if applicable, the Company obtains future Shareholder approval under Listing Rule 10.19 or those benefits along with termination benefits payable to all officers will not exceed the 5% Threshold.

The Chair intends to vote all available proxies in favour of Resolutions 8 and 9.

8 Resolution 10 – Approval of Additional 10% Placement Capacity

8.1 Background

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.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes given it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $19 million as at the date of this Notice.

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

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

If this Resolution is not passed, the Company will not be able to access the additional 10% 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.

8.2 The number of Equity Securities which may be issued pursuant to the Listing Rule 7.1A Mandate

Based on the number of Shares on issue at the date of this Notice, the Company will have 711,568,377 Shares on issue and therefore, subject to Shareholder approval being obtained under this Resolution, 71,156,837 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

That formula is:

(A x D) – E

A is the number of Shares on issue 12 months immediately preceding the date of issue or agreement (**Relevant Period**):

(a) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;

(b) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(ii) the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;

(c) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(i) the agreement was entered into before the commencement of the Relevant Period; or

(ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;

(d) plus the number of fully paid Shares issued in the Relevant Period with approval of holders of Shares under Listing Rules 7.1 and 7.4;

(e) plus the number of partly paid Shares that become fully paid in the Relevant Period; and

(f) less the number of fully paid Shares cancelled in the Relevant Period.

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

D is 10%; and

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 to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

8.3 Specific information required by Listing Rule 7.3A

(a) If the Resolution is passed, the Listing Rule 7.1A Mandate will be valid during the period from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

(ii) the time and date of the Company's next annual general meeting; and

(iii) the time and date on which the Company receives approval by Shareholders for a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**Approval Period**).

(b) The Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:

(i) 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

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) The Shares will be issued for cash consideration to raise funds to progress the Company's Lazio and Gorno exploration projects and working capital.

(d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date the Listing Rule 7.1A Mandate was approved; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities.

The following table demonstrates the potential dilution of existing Shareholders in three differing scenarios.

Variable 'A' (refer above for calculation)		Dilution		
		$0.0135 **Issue Price at half the current market price**	$0.027 **Issue Price at current market price**	$0.054 **Issue Price at double the current market price**
Current Variable 'A' **711,568,377 Shares**	**Shares issued**	71,156,837	71,156,837	71,156,837
	Funds raised	$960,617	$1,921,234	$3,842,469
	Dilution	10%	10%	10%
50% increase in current Variable 'A' **1,067,352,566 Shares**	**Shares issued**	106,735,256	106,735,256	106,735,256
	Funds raised	$1,440,925	$2,881,851	$5,763,703
	Dilution	10%	10%	10%
100% increase in current Variable 'A' **1,423,136,754 Shares**	**Shares issued**	142,313,675	142,313,675	142,313,675
	Funds raised	$1,921,234	$3,842,469	$7,684,938
	Dilution	10%	10%	10%

Note: *This table:*

- *Assumes no Options or Performance Rights are exercised before the date of the issue of the Equity Securities.*
- *Assumes the issue of Equity Securities under the Listing Rule 7.1A Mandate consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.*
- *Does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.*
- *Assumes the Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.*
- *Does not set out any dilution pursuant to ratification under Listing Rule 7.4.*

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case-by-case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

(i) the purpose of the issue;

(ii) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;

(iii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;

(iv) the financial situation and solvency of the Company; and

(v) advice from the Company's professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.

(f) The Company has not previously issued or agreed to issue Equity Securities under Listing Rule 7.1A2 in the 12 months preceding the date of the Meeting.

(g) The Company is not currently proposing to make an issue of Equity Securities under LR 7.1A as at the date of this Notice, therefore no voting exclusion statement is included in the Notice for this Resolution.

GLOSSARY

$ means Australian dollars.

5% Threshold has the meaning set out in section 7.4.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual Report means the annual report of the Company for the year ended 30 June 2025.

Approval Period has the meaning set out in section 8.2.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2025.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Altamin Limited ABN 63 078 510 988.

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

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

Directors means the directors of the Company.

Eligible Employee has the meaning given to that term in the Plan.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Group Company has the meaning given to that term in the Plan.

Hills Incentives has the meaning set out in section 6.1.

Incentive means a Share, Option or Performance Right.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rule 7.1A Mandate has the meaning set out in section 8.1.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Offer has the meaning set out in Annexure C.

Option means an option to acquire a Share.

Participant has the meaning set out in Annexure C.

Performance Rights means the performance rights issued under the Plan.

Performance Shares has the meaning set out in section 6.1.

Plan means the Company's Employee Awards Plan as approved by Shareholders at the Company's 2023 annual general meeting.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Relevant Period has the meaning set out in section 8.2.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2025.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out in section 1.1.

Spill Resolution has the meaning set out in section 1.1.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Annexure A – Summary of terms of the Options

The terms and conditions of the Options are as follows (and are otherwise governed by the terms of the Plan):

(a) Each Option will entitle the holder to one Share, once vested and exercised.

(b) The Options have an issue price of nil.

(c) The Options will expire at 5:00pm (AWST) on the date that is five years from the date of issue.

(d) The Options each have an exercise price of $0.022.

(e) The Options will vest in tranches as follows:

Tranche	Number of Options	Vesting Condition
A	2,000,000	Completion of the sale of the Gorno Project at or above an implied valuation threshold to be agreed by the Board.
B	1,500,000	A JORC-compliant scoping study for the Lazio Project being completed and announced to the ASX.
C	1,500,000	An equity capital raising being completed or external funding being obtained and announced to the ASX for an amount sufficient to enable funding of a pre-feasibility study for the Lazio Project, as determined with reference to at least two proposals for such study.
D	5,000,000	A JORC-compliant pre-feasibility study for the Lazio Project being completed and announced to the ASX.

(f) Subject to paragraphs (g) and (h) below, the Options may be exercised after the Board has provided a vesting notice to the holder confirming that vesting conditions have been satisfied or waived.

(g) If the holder ceases to be employed by the Company for any reason, then (subject to compliance with the Corporations Act and Listing Rules):

(i) any unvested Options held will immediately lapse; and

(ii) any vested Options that have not been exercised will lapse on the date the holder ceases to be employed by the Company,

although the Board may (subject to compliance with the Corporations Act and Listing Rules) determine to treat any unvested Options in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment. If the Board makes such a determination for alternative treatment, then it must give the relevant Participant notice within 14 days of that determination.

(h) If a Change of Control Event (see the definition in paragraph (k) of Annexure C) occurs, the Board may in its sole and absolute discretion (and subject to the Listing Rules) by notice to the holder determine how any unvested Options will be treated, including but not limited to:

(i) determining that unvested Options (or a portion of unvested Options) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the Change of Control Event; and/or

(ii) reducing or waiving the applicable vesting conditions attaching to the unvested Options.

(i) The Options are not transferable.

(j) The Options will not be quoted on ASX.

(k) An Option will not confer on the holder:

(i) any right to vote, except as otherwise required by law;

(ii) any entitlement to a dividend, whether fixed or at the discretion of the Directors;

(iii) any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

(iv) any right to participate in the surplus profit or assets of the Company upon a winding up; or

(v) any right to participate in new issues of securities by the Company such as bonus issues or entitlement issues,

unless and until the Performance Rights vest and are exercised into Shares.

(l) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Option to the extent necessary to comply with the Corporations Act and the ASX Listing Rules (if applicable) applying to reorganisations at the time of the reorganisation.

(m) The Company will apply for the Shares issued on the vesting and exercise of the Options to be quoted on the ASX in accordance with the ASX Listing Rules.

(n) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which a Option is exercisable will be increased by the number of Shares which the holder of the Options would have received if the Options had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

(o) The terms of the Plan otherwise apply to the Options.

Annexure B – Summary of terms of the Performance Rights

The terms and conditions of the Performance Rights are as follows (and are otherwise governed by the terms of the Plan):

(a) Each Performance Right will entitle the holder to one Share, once vested and exercised.

(b) The Performance Rights have an issue price of nil.

(c) The Performance Rights will expire at 5:00pm (AWST) on the date that is four years from the date of issue.

(d) The Performance Rights have an exercise price of nil.

(e) Vesting of the Performance Rights is conditional on:

(i) the Company (or its successor, if any) making a Final Investment Decision for the Lazio Project by no later than 31 December 2027; and

(ii) Mr Stephen Hills remaining engaged or employed by the Company as at 31 December 2027.

(f) Subject to paragraphs (g) and (h) below, the Performance Rights may be exercised after the Board has provided a vesting notice to the holder confirming that vesting conditions have been satisfied or waived.

(g) If the holder ceases to be employed by the Company for any reason, then (subject to compliance with the Corporations Act and Listing Rules):

(i) any unvested Performance Rights held will immediately lapse; and

(ii) any vested Performance Rights that have not been exercised will lapse on the date the holder ceases to be employed by the Company,

although the Board may (subject to compliance with the Corporations Act and Listing Rules) determine to treat any unvested Performance Rights in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment. If the Board makes such a determination for alternative treatment, then it must give the relevant Participant notice within 14 days of that determination.

(h) If a Change of Control Event (see the definition in paragraph (k) of Annexure C) occurs, the Board may in its sole and absolute discretion (and subject to the Listing Rules) by notice to the holder determine how any unvested Performance Rights will be treated, including but not limited to:

(i) determining that unvested Performance Rights (or a portion of unvested Performance Rights) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the Change of Control Event; and/or

(ii) reducing or waiving the applicable vesting conditions attaching to the unvested Performance Rights.

(i) The Performance Rights are not transferable.

(j) The Performance Rights will not be quoted on ASX.

(k) A Performance Right will not confer on the holder:

(i) any right to vote, except as otherwise required by law;

(ii) any entitlement to a dividend, whether fixed or at the discretion of the Directors;

(iii) any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

(iv) any right to participate in the surplus profit or assets of the Company upon a winding up; or

(v) any right to participate in new issues of securities by the Company such as bonus issues or entitlement issues,

unless and until the Performance Rights vest and are exercised into Shares.

(l) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of a Performance Right to the extent necessary to comply with the Corporations Act and the ASX Listing Rules (if applicable) applying to reorganisations at the time of the reorganisation.

(m) The Company will apply for the Shares issued on the vesting and exercise of the Performance Rights to be quoted on the ASX in accordance with the ASX Listing Rules.

(n) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which a Performance Right is exercisable will be increased by the number of Shares which the holder of the Performance Rights would have received if the Performance Rights had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

(o) The terms of the Plan otherwise apply to the Performance Rights.

Annexure C – Summary of terms of the Plan

(a) **Eligibility**: The Board may (in its absolute discretion) provide an offer to an Eligible Employee of a Group Company to participate in the Plan (**Offer**). Where such person (or a permitted nominee of such person) accepts the Offer, he or she will become a participant under the Plan (**Participant**).

(b) **Issue cap**: Offers made under the Plan which require the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).

(c) **Offer**: The Board may make an Offer at any time. Where an Offer is made under the Plan which requires the payment of monetary consideration by the Eligible Employee or the Participant then, subject to limited exceptions, the Offer must include the following information:

(i) the name and address of the person to whom the Offer is being made to;

(ii) the date of the Offer;

(iii) the first acceptance date (which must be at least 14 days after receiving the Offer) and the final acceptance date that the person can accept the Offer;

(iv) the number of Options, Performance Rights or Shares being offered and the maximum number which can be applied for;

(v) the amount payable per Incentive by the person on application for the Incentives offered (if any), or the manner of determining such amount payable;

(vi) the conditions (if any) determined by the Board which are required to be satisfied, reached and met before an Incentive will be issued, and whether not it is issued subject to further vesting conditions;

(vii) the vesting conditions attaching to the Incentive (if applicable);

(viii) the first exercise date and last exercise date of the Incentives;

(ix) the exercise price (if any) or the manner of determining the exercise price of the Incentives;

(x) the vesting period (if any) of the Incentives;

(xi) general information about the risks of acquiring and holding the Incentives (and underlying Shares) the subject of the Offer;

(xii) a copy of the Plan;

(xiii) any other specific terms and conditions applicable to the Offer;

(xiv) to the extent required by applicable law:

(A) an explanation of how an Eligible Employee could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights;

(B) the terms of any loan or contribution plan under which an Eligible Employee may obtain Incentives, or a summary of the terms of the loan together with a statement that the Participant can request a copy of the terms;

(C) the trust deed of any trust that will hold Incentives on trust for an Eligible Employee, or a summary of the terms of the trust deed together with a statement that the Participant can request a copy of the trust deed;

(D) a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Offer, or a statement of how the Participant can access a copy of those disclosure documents; and

(xv) any other information required by applicable laws; and a prominent statement to the effect that:

(A) any advice given by the Company in relation to Incentives issued under the Plan, and Shares issued upon exercise of the Options or Performance Rights, does not take into account an Eligible Employee's objectives, financial situation and needs; and

(B) the Eligible Employee should obtain their own financial product advice in relation to the Offer from a person who is licensed by ASIC to give such advice.

(d) **Terms of Offer**: The terms and conditions applicable to an Offer, and any accompanying document, must not include any misleading or deceptive statements, or omit any information that would result in those materials becoming misleading or deceptive. If the Company becomes aware, during the application period for an Incentives, that any statement in the Offer has become out of date, or is otherwise not correct, in a material respect, then it must provide an updated Offer.

(e) **Nominees**: An Eligible Employee may, by notice in writing to the Board and subject to applicable laws, nominate a nominee in whose favour the Eligible Employee wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Employee, a corporate trustee of a self-managed superannuation fund where the Eligible Employee is a director of the trustee or a company whose members comprise no persons other than the Eligible Employee or immediate family members of the Eligible Employee. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.

(f) **Dealing**: Incentives may not be sold, assigned, transferred or otherwise dealt with except on the death of the Participant in limited circumstances or with the prior consent of the Board.

(g) **Vesting**: Subject to paragraphs (j) and (k) below, an Incentive will vest when the Participant receives a vesting notice from the Company confirming that the vesting conditions attaching to the Incentives are met or waived.

(h) **Exercise of Incentive**: Upon receiving a vesting notice with respect to their Incentives, a Participant may exercise those Incentives by delivery to the Company Secretary of the certificate for the Incentives (if any), a signed notice of exercise and payment equal to the exercise price (if any) for the number of Incentives sought to be exercised.

(i) **Lapse of Incentive**: Unless otherwise determined by the Board, an Incentive will not vest and will lapse on the earlier of:

(i) the Board determining that the vesting conditions attaching to the Incentive have not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met;

(ii) the day immediately following the last exercise date; or

(iii) with respect of unvested Incentives, the date the Participant ceases employment in the relevant circumstances summarised at paragraph (j) below.

(j) **Ceasing employment**: If the Eligible Employee ceases to be employed by the Company for any reason, then (subject to compliance with the Corporations Act and Listing Rules):

(i) any unvested Shares held by the relevant Participant will be forfeited;

(ii) any unvested Options or Performance Rights held by the relevant Participant will immediately lapse; and

(iii) any vested Options or Performance Rights that have not been exercised will lapse on the date the Eligible Employee ceases to be employed by the Company,

although the Board may (subject to compliance with the Corporations Act and Listing Rules) determine to treat any unvested Incentives in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment. If the Board makes such a determination for alternative treatment, then it must give the relevant Participant notice within 14 days of that determination.

(k) **Change of control**: If a Change of Control Event (see below) occurs, the Board may in its sole and absolute discretion (and subject to the Listing Rules) by notice to the Participant determine how any unvested Incentives will be treated, including but not limited to:

(i) determining that unvested Incentives (or a portion of unvested Incentives) will vest and become immediately exercisable with such vesting deemed to have taken place immediately prior to the Change of Control Event; and/or

(ii) reducing or waiving the applicable vesting conditions attaching to the unvested Incentives,

where a "Change of Control Event" means:

(iii) a takeover bid (as defined in the Corporations Act) is made for all Shares and which is, or is declared, unconditional and the bidder under the bid acquires a voting power in the Company of at least 50.1%;

(iv) the Court sanctioning a compromise or arrangement relating to the Company under Part 5.1 of the Corporations Act;

(v) any other merger, consolidation or amalgamation involving the Company occurring which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation;

(vi) any Group Company entering into agreements to sell in aggregate a majority in value of the businesses or assets of the Group to a person, or a number of persons, none of which are Group Companies; or

(vii) the Board determining in its reasonable opinion that control of the Company has or is likely to change or pass to one or more persons.

(l) **Issue of Shares on vesting of Options or Performance Rights**: Following exercise of the Options or Performance Rights, the Company will, subject to the terms of the Company's relevant policies, issue or transfer Shares to that Participant and apply for official quotation or listing of those Shares on ASX if applicable. Unless and until the Options or Performance Rights have been exercised and the relevant Shares issued to that Participant as a result of that exercise, a Participant has no right or interest in those Shares.

(m) **Ranking of Shares**: Shares issued upon exercise of the Options or Performance Right will rank equally in all respects with existing Shares, except for entitlements which had a record date before the date of the issue of that Share.

(n) **Adjustment of Options or Performance Rights**: If, prior to the vesting of an Option or Performance Right, there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), the number of Options or Performance Rights to which a Participant is entitled will be adjusted in a manner required by the Listing Rules.

(o) **Clawback**: If the Board determines that:

(i) a Participant (or Eligible Employee who has nominated a nominee to receive the Incentives) at any time:

(A) has been dismissed or removed from office for a reason which entitles a Group Company to dismiss the Participant (or Eligible Employee) without notice;

(B) has been convicted on indictment of an offence against the Corporations Act in connection with the affairs of a Group Company;

(C) has had a judgement entered against him or her in civil proceedings in respect of the contravention by the Participant (or Eligible Employee) of his or her duties at law, in equity or under statute in his or her capacity as an executive or Director of a Group Company;

(D) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence);

(E) is in material breach of any of his or her duties or obligations to a Group Company; or

(F) has done an act which brings a Group Company into disrepute, then the Board may determine that all unvested Shares held by the Participant will be forfeited and any Options or Performance Rights held by the Participant will lapse; and

(ii) there has been a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the relevant vesting conditions (if any) to an Incentive which has vested were not, or should not have been determined to have been satisfied, then the Participant shall cease to be entitled to those vested Incentives and the Board may:

(A) by written notice to the Participant cancel the relevant Options or Performance Rights for no consideration or determine that the relevant Shares are forfeited;

(B) by written notice to the Participant require that the Participant pay to the Company the after tax value of the relevant Incentives, with such payment to be made within 30 Business Days of receipt of such notice; or

(C) adjust fixed remuneration, incentives or participation in the Plan of a relevant Participant in the current year or any future year to take account of the after tax value of the relevant Incentives.

(p) **Amendments to the Plan**: Subject to and in accordance with the Listing Rules, the Board may amend, revoke, add to or vary the Plan (without the necessity of obtaining the prior or subsequent consent or approval of Shareholders of the Company), provided that rights or entitlements in respect of any Option, Performance Right or Share granted before the date of the amendment shall not be reduced or adversely affected without the prior written consent of the Participant affected by the amendment.

Proxy Voting Form

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

ALTAMIN

Altamin Limited | ABN 63 078 510 988

Your proxy voting instruction must be received by **9:00am (AWST) on Tuesday, 18 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.

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

https://automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Altamin Limited, to be held at **9:00am (AWST) on Thursday, 20 November 2025 at Quest South Perth Foreshore, 22 Harper Terrace, South Perth WA 6151** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 5, 6, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Non-Binding Resolution to adopt Remuneration Report			
2	Re-election of Mr Geraint Harris as a Director			
3	Re-election of Mr Peter Edwards as a Director			
4	Re-election of Mr Stephen Hills as a Director			
5	Issue of performance-related Options to Mr Geraint Harris (or his nominee(s))			
6	Issue of Performance Shares to Mr Stephen Hills (or his nominee(s))			
7	Issue of Performance Rights to Mr Stephen Hills (or his nominee(s))			
8	Approval of potential benefits to Mr Geraint Harris (or his nominee(s)) in relation to Options			
9	Approval of potential benefits to Mr Stephen Hills (or his nominee(s)) in relation to Performance Rights			
10	Approval of Additional 10% Placement Capacity			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).