



**Breakthrough Minerals Limited
ACN 124 408 751**

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of the Company will be held as follows:

Time and date: 10:30am (AWST) on Friday, 12 December 2025

In-person: Level 1, 1 Alvan Street, Subiaco WA 6008

The Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6245 9869.

Shareholders are urged to vote by lodging the Proxy Form

Breakthrough Minerals Limited
ACN 124 408 751
(Company)

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Breakthrough Minerals Limited ACN 124 408 751 will be held at Level 1, 1 Alvan Street, Subiaco WA 6008 on Friday, 12 December 2025 at 10:30am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 10 December 2025 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1– Approval to issue Placement Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 53,333,333 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 2 – Approval to issue Director Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

‘That, pursuant to and in accordance with Listing Rule 10.11, Section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 1,000,000 Director Placement Shares to the Directors (or their respective nominee/s) as follows:

(a) 666,666 Director Placement Shares to Mr Graeme Robertson;

(b) 166,667 Director Placement Shares to Mr William Dix; and

(c) 166,667 Director Placement Shares to Mr Peretz Schapiro,

on the terms and conditions in the Explanatory Memorandum.’

Resolution 3 – Approval to issue Lead Manager Options

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Lead Manager Options to the Lead Manager (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 4 – Approval to issue Consideration Shares

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

‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 41,500,000 Consideration Shares to the Vendors (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 5 – Approval to issue Consideration Performance Rights

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

‘That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Consideration Performance Rights to the Vendors (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum.’

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) **Resolution 1:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.
- (b) **Resolution 2(a):** by or on behalf of Mr Graeme Robertson (or his nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (c) **Resolution 2(b):** by or on behalf of Mr William Dix (or his nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 2(c):** by or on behalf of Mr Peretz Schapiro (or his nominee/s), and any other person who will obtain a material benefit as a result of the proposed issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

- (e) **Resolution 3:** by or on behalf of the Lead Manager (or their nominee) and any person who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (f) **Resolution 4:** by or on behalf of the Vendors (or their respective nominees), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Consideration Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (g) **Resolution 5:** by or on behalf of the Vendors (or their respective nominees), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Consideration Performance Rights (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusions do 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, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (a) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (b) 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.

BY ORDER OF THE BOARD



Joel Ives
Company Secretary
Breakthrough Minerals Limited
Dated: 13 November 2025

Breakthrough Minerals Limited
ACN 124 408 751
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 1, 1 Alvan Street, Subiaco WA 6008 on Friday, 12 December 2025 at 10:30am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolution:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Approval to issue Placement Shares
Section 4	Resolution 2 – Approval to issue Director Placement Shares
Section 5	Resolution 3 – Approval to issue Lead Manager Options
Section 6	Resolution 4 – Approval to issue Consideration Shares
Section 7	Resolution 5 – Approval to issue Consideration Performance Rights
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Lead Manager Options
Schedule 3	Terms and Conditions of Consideration Performance Rights

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolution.

2.1 Voting in person

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

2.2 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.

2.3 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The available Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 10:30am (AWST) on Wednesday, 10 December 2025, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of *all* Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@breakthroughminerals.com.au 5 business days prior to the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Approval to issue Placement Shares

3.1 General

On 30 October 2025, the Company announced that, in connection with the Dingo Acquisition (defined below), it had received firm commitments for a capital raising of up to \$8.15 million (before costs) by way of an issue of up to 54,333,333 Shares at an issue price of \$0.15 each (**Placement**).

The Placement is comprised of:

- (a) 53,333,333 Shares to be issued to unrelated parties of the Company (**Placement Shares**), the subject of Resolution 1; and
- (b) 1,000,000 Shares to be issued to Directors Mr Graeme Robertson, Mr William Dix and Mr Peretz Schapiro (**Director Placement Shares**), the subject of Resolution 2(a) to (c).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Placement Shares.

3.2 Listing Rule 7.1

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

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 above will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Placement Shares.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and will not receive the additional \$8.15 million from the issue of the Placement Shares. Additionally, the Company will not be able to proceed with the Dingo Acquisition (as described at Resolution 4), as completion of the Placement (and Shareholder approval for the issue of the Placement Shares) is a condition precedent to the Dingo Acquisition.

3.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Shares:

- (a) The Placement Shares will be issued to professional and sophisticated investors, none of whom will be a related party or Material Investor. The participants in the Placement were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing clients of the Company and the Lead Manager.
- (b) A maximum of 53,333,333 Placement Shares will be issued.
- (c) The Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Placement Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Placement Shares will be issued at \$0.15 each.
- (f) The purpose of the issue of the Placement Shares is to raise up to \$8.15 million (before costs). Funds raised under the Placement are intended to be applied towards:
 - (i) the consideration payable in connection with the Aeris Agreement (summarised as Section 6.3 below);
 - (ii) exploration and development of the North Queensland Copper-Gold Project;
 - (iii) costs of the Placement; and
 - (iv) general working capital.
- (g) There are no other material terms to the agreement for the subscription of the Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

3.4 **Additional information**

Resolution 1 above is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 1 above.

4. Resolution 2 – Approval to issue Director Placement Shares

4.1 General

The background to the Placement and the proposed issue of Director Placement Shares is summarised in Section 3.1.

The Directors wish to participate in the Placement to the extent of subscribing for up to 1,000,000 Director Placement Shares to raise \$150,000 (before costs) in the following proportions:

Director	Amount committed to the Placement (subject to rounding)	Director Placement Shares
Graeme Robertson	\$100,000	666,666
William Dix	\$25,000	166,667
Peretz Schapiro	\$25,000	166,667
TOTAL	\$150,000	1,000,000

Resolution 2(a) to (c) (inclusive) seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of up to 1,000,000 Director Placement Shares to be issued to the Directors (or their respective nominee/s).

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

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

Graeme Robertson, William Dix and Peretz Schapiro are each a related party of the Company

by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Directors (or their respective nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 2(a) to (c) (inclusive) will be to allow the Company to issue the Director Placement Shares to the Directors (or their respective nominee/s), raising \$150,000 (before costs).

If Resolution 2(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares to the Directors (or their respective nominee/s), and will not receive the additional \$150,000 (before costs) committed by the Directors.

4.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to the Directors (or their respective nominee/s) in the proportions set out in Section 4.1.
- (b) Each of the Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Shares are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 1,000,000 Director Placement Shares will be issued to the Directors (or their respective nominee/s).
- (d) The Director Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at \$0.15 each, being the same issue price as the other Placement Shares to raise up to \$150,000 (before costs).
- (g) A summary of the intended use of funds raised from the Placement is in Section 3.3(f).
- (h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise the Directors.
- (i) There are no other material terms to the proposed issue of the Director Placement Shares. The Director Placement Shares will not be issued pursuant to an agreement.
- (j) A voting exclusion statement is included in the Notice.

4.4 **Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors have a personal interest in the outcome of each of their respective Resolutions under Resolution 2(a) to (c) (inclusive) and, as a result of a quorum of Directors not being achieved, have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Placement Shares to the Directors to Shareholders to resolve.

4.5 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

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

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

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to a related party of the Company.

The Directors (other than Graeme Robertson in relation to Resolution 2(a), William Dix in relation to Resolution 2(b) and Peretz Schapiro in relation to Resolution 2(c), each of whom have a personal interest in the outcome of their respective Resolutions), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued on the same terms as those Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.6 **Additional information**

Resolution 2(a) to (c) (inclusive) are **separate** ordinary resolutions and are not inter-conditional.

Given the personal interests of all the Directors in the outcome of Resolution 2(a) to (c) (inclusive) the Board declines to make a recommendation to Shareholders in relation to Resolution 2(a) to (c) (inclusive).

5. **Resolution 3 – Approval to issue Lead Manager Options**

5.1 **General**

Refer to Section 3.1 above for the background to the Placement.

The Company engaged Ora Capital Pty Ltd (**Lead Manager**) to act as lead manager and bookrunner to the Placement.

As partial consideration for the provision of lead manager services, the Company agreed to issue 5,000,000 Options at an exercise price of \$0.225 each and an expiry date of 3 years from the date of issue (**Lead Manager Options**) to the Lead Manager (or its nominee/s).

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of the Lead Manager Options.

5.2 **Summary of material terms of Lead Manager Mandate**

The Company entered into a mandate with the Lead Manager for the provision of lead managerial and corporate advisory services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company agreed to pay the following fees to the Lead Manager:

- (a) a cash fee equal to 6% of the gross proceeds from the Placement; and
- (b) the issue of the Lead Manager Options.

The Lead Manager Mandate otherwise contains terms and conditions (including standard representations, warranties and indemnities) considered standard for an agreement of this nature.

5.3 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2 above.

The issue of Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Shareholder passing Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company may be required to re-negotiate payment terms under the Lead Manager Mandate which may require the Company to pay the Lead Manager additional cash fees.

5.4 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Lead Manager Options:

- (a) The Lead Manager Options will be issued to the Lead Manager (or its nominee/s), none of whom is not a related party of the Company.
- (b) A maximum of 5,000,000 Lead Manager Options will be issued.
- (c) The Lead Manager Options are exercisable at \$0.225 each and expire 3 years from the

date of issue. The Lead Manager Options will otherwise be issued on the terms and conditions in Schedule 2.

- (d) The Lead Manager Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Lead Manager Options will be issued for a nominal price of \$0.0001 each, as partial consideration for the provision of lead manager and bookrunner services provided to the Company in connection with the Placement. Accordingly, only a nominal amount of \$500 will be raised by the issue of the Lead Manager Options, which will be used for general working capital purposes.
- (f) A summary of the material terms of the Lead Manager Mandate is in Section 5.2 above.
- (g) A voting exclusion statement is included in the Notice.

5.5 Additional Information

Resolution 3 is an ordinary Resolution.

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

6. Resolution 4 – Approval to issue Consideration Shares

6.1 General

On 30 October 2025, the Company announced that it had entered into an agreement to acquire 100% of the issued capital of Dingo Minerals Pty Ltd (**Dingo**) from the shareholders of Dingo Minerals Pty Ltd (**Vendors**) (**Dingo Acquisition**).

Pursuant to the Dingo Acquisition, the Company has agreed to issue a total of 41,500,000 Shares (**Consideration Shares**) to the Vendors (or their respective nominees).

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Consideration Shares to the Vendors (or their respective nominees).

6.2 Summary of material terms of Dingo Acquisition Agreement

A summary of the material terms and conditions of the agreement for the Dingo Acquisition (**Dingo Acquisition Agreement**) are as follows:

- (a) (**Vendors**): Each of the Shareholders of Dingo Minerals Pty Ltd.
- (b) (**Conditions Precedent**): Completion of the acquisition will be conditional upon certain conditions, including:
 - (i) the Company completing the Placement;
 - (ii) the Company obtaining Shareholder approval in respect of the Placement Shares (the subject of Resolution 1), the Consideration Shares and the Consideration Performance Rights (the subject of Resolution 4 and Resolution 5 respectively); and
 - (iii) the acquisition by Dingo of the North Queensland Copper-Gold Project from subsidiaries of Aeris Resources Limited (**Aeris Agreement**).

- (c) **(Consideration):** The consideration payable by the Company to the Vendors comprises:
 - (i) the issue of the Consideration Shares (the subject of this Resolution 4) that will be subject to voluntary escrow for a period of 12 months from the date of issue;
 - (ii) the issue of the Consideration Performance Rights (the subject of Resolution 5); and
 - (iii) a 1.8% net smelter returns royalty on all minerals extracted from the North Queensland Copper-Gold Project (**Royalty**).

The Dingo Acquisition Agreement otherwise contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

6.3 **Summary of the material terms of the Aeris Agreement**

As noted above, completion of the Dingo Acquisition is conditional upon Dingo acquiring the North Queensland Copper-Gold Project pursuant to the Aeris Agreement. A summary of the material terms and conditions of the Aeris Agreement are set out below.

- (a) **(Conditions precedent):** Completion of the Aeris Agreement is conditional on (among other things), the following conditions precedent:
 - (i) the Minister appointed under the *Mineral Resources Act 1989* (Qld) (**Resources Act**) approving the transfer of the Tenements comprising the North Queensland Copper-Gold Project from the relevant tenement holders to Dingo;
 - (ii) receipt of necessary consents and deeds of covenants being for key third party agreements; and
 - (iii) Dingo receiving finance for an amount to replace the existing financial security of approximately \$6.5 million, which provides security for obligations in respect of the Tenements under the Resources Act, and as surety in respect of environmental authorities under *Mineral and Energy Resources (Financial Provisioning) Act 2018* (Qld).
- (b) **(Consideration):** The consideration payable by Dingo to the tenement holders under the Aeris Agreement is a cash payment of \$5,000,000. There is also a deferred cash payment of \$3,000,000 payable by Dingo upon the commencement of commercial production in respect of the North Queensland Copper-Gold Project.

The Aeris Agreement otherwise contains warranties, indemnities and other rights and obligations that are considered standard for a transaction of this nature.

6.4 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 3.2.

Listing Rule 7.2 exception 17 applies as the issue of the Consideration Shares is subject to Shareholder approval pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, the Company can proceed to issue the Consideration Shares in satisfaction of the condition precedent in Section 6.2 above..

If Resolution 4 is not passed, the Company will be unable to proceed with the issue of the Consideration Shares and the Company will not be able to complete the Dingo Acquisition.

6.5 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Shares:

- (a) The Consideration Shares will be issued to the Vendors, none of whom are a related party or Material Investor of the Company. The Consideration Shares will be issued to the Vendors pro-rata to their respective shareholdings in Dingo Minerals Pty Ltd.
- (b) A maximum of 41,500,000 Shares will be issued.
- (c) The Consideration Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Consideration Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Consideration Shares will be issued for nil cash consideration, as partial consideration in connection with the Dingo Acquisition. Accordingly, no funds will be raised from the issue.
- (f) A summary of the material terms of the Dingo Acquisition Agreement and the Aeris Agreement is in Section 6.2 and 6.3 above.
- (g) A voting exclusion statement is included in the Notice.

6.6 Additional information

Resolution 4 is an ordinary Resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Approval to issue Consideration Performance Rights

7.1 General

The background to the Dingo Acquisition, including the proposed issue of the Consideration Performance Rights is in Sections 6.1 and 6.2 above.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Consideration Performance Rights.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

Listing Rule 7.2 exception 17 applies as the issue of the Consideration Performance Rights is subject to Shareholder approval pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the 15,000,000 Consideration Performance Rights.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the 15,000,000 Consideration Performance Rights and will be unable to proceed with the Dingo Acquisition.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Performance Rights:

- (a) The Consideration Performance Rights will be issued to the Vendors, none of whom are a related party or a Material Investor of the Company. The Consideration Shares will be issued to the Vendors pro-rata to their respective shareholdings in Dingo Minerals Pty Ltd.
- (b) A maximum of 15,000,000 Consideration Performance Rights will be issued.
- (c) The Consideration Performance Rights are subject to the terms and conditions set out in Schedule 3.
- (d) The Consideration Performance Rights will be issued no later than 3 months after the date of the Meeting.
- (e) The Consideration Performance Rights will be issued for nil cash consideration, as partial consideration in connection with the Dingo Acquisition. Accordingly, no funds will be raised from the issue.
- (f) A summary of the material terms of the Dingo Acquisition Agreement and the Aeris Agreement is in Section 6.2 and 6.3 above.
- (g) A voting exclusion statement is included in the Notice.

7.4 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Aeris Agreement	has the meaning given in Section 6.2.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Breakthrough Minerals Limited (ACN 124 408 751).
Consideration Shares	has the meaning given in Section 6.1.
Consideration Performance Rights	has the meaning given in Section 6.1.
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Dingo	has the meaning given in Section 6.1.
Dingo Acquisition	has the meaning given in Section 6.1.
Dingo Acquisition Agreement	has the meaning given in Section 6.2.
Director	means a director of the Company.
Director Placement Shares	has the meaning given in Section 3.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Inferred Resource	has the meaning given in the JORC Code.
JORC Code	means the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, or as updated with subsequent editions.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having

authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager	means Ora Capital Pty Ltd.
Lead Manager Mandate	has the meaning given in Section 5.1.
Lead Manager Options	has the meaning given in Section 5.1.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of Extraordinary General Meeting.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Placement	has the meaning given in Section 3.1.
Placement Shares	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Royalty	has the meaning given in Section 6.2.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

Tenements	means the tenements comprising the North Queensland Copper-Gold Project (refer to the Company's ASX announcement dated 30 October 2025 for a list of the tenements).
Vendors	has the meaning given in Section 6.1.

Schedule 2 Terms and Conditions of Lead Manager Options

The terms and conditions of the Lead Manager Options (hereinafter referred to as **Options**) are set out below:

- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Issue Price)**: Each Option will have a nominal issue price of \$0.0001.
- (c) **(Exercise Price)**: The Options have an exercise price of \$0.225 per Option (**Exercise Price**).
- (d) **(Expiry Date)**: The Options expire at 5.00 pm (WST) 3 years from the date of issue. (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
- (f) **(Quotation of the Options)**: The Options will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on exercise of an Option on ASX within the time period required by the ASX Listing Rules.
- (g) **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

- (h) **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (i) **(Transferability)**: The Options are not transferrable, except with the consent of the Company.
- (j) **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph (h), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise

of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

- (k) **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
- (l) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- (m) **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (n) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (o) **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
- (p) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (q) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (r) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (s) **(Dividend and voting rights):** The Options do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (t) **(ASX Listing Rule compliance):** The Board reserves the right to amend any term of the Options to ensure compliance with the ASX Listing Rules.
- (u) **(Takeovers prohibition):**
 - (a) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

- (v) **(No other rights):** An Option gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

Schedule 3 Terms and Conditions of Consideration Performance Rights

The proposed terms and conditions of the Consideration Performance Rights (hereinafter referred to as **Performance Rights**) are set out below:

1. **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
2. **(Issue Price):** The Performance Rights are issued for nil cash consideration.
3. **(Vesting Condition):** Subject to the terms and conditions set out below, the Performance Rights are subject to the following vesting conditions (**Vesting Condition**):

Tranche	Number of Performance Rights	Vesting Condition	Expiry Date
1	5,000,000	The Company announcing to ASX a JORC compliant Inferred Resource on the North Queensland Copper-Gold Project of at least 250,000 tonnes of Cu Equivalent, at an average grade of 0.8% Cu Equivalent	5 years from the date of issue
2	5,000,000	The Company successfully announcing to ASX a JORC compliant Inferred Resource on the North Queensland Copper-Gold Project of at least 325,000 tonnes of Cu Equivalent, at an average grade of 0.8% Cu Equivalent.	5 years from the date of issue
3	5,000,000	The Company announcing to ASX a JORC compliant Inferred Resource on the North Queensland Copper-Gold Project of at least 400,000 tonnes of Cu Equivalent, at an average grade of 0.8% Cu Equivalent.	5 years from the date of issue

Note: Cu Equivalent means a copper equivalent calculated with reference to the following formula: $(\text{Au grade } g/t * \text{Au recovery\%}) + (\text{Ag grade } g/t * \text{Ag recovery\%} * (\text{Ag price } \$/\text{oz} / \text{Au price } \$/\text{oz})) + (\text{Cu grade\%} * \text{Cu recovery\%} * (\text{Cu price } \$/\text{U} / \text{Au price } \$/\text{oz}))$, where metallurgical recoveries assumed are no more than: Au: 85%, Ag: 85%, Cu: 85% and commodity prices assumed are Au = USD3,350/oz, Ag: USD38 /oz, Cu: USD4.50/lb (USD9,630/t), utilising a foreign exchange rate of (USD:AUD) = 0.64.

4. **(Vesting):** Subject to the satisfaction of the Vesting Condition, the Company will notify the holder in writing (**Vesting Notice**) within 3 Business Days of becoming aware that the Vesting Condition has been satisfied.
5. **(Expiry Date):** The Performance Rights will expire and lapse at 5:00pm (AWST) on the date specified in paragraph 3 above.
6. **(Exercise):** At any time between receipt of a Vesting Notice and the Expiry Date (as defined in paragraph 5 above), the holder may apply to exercise Performance Rights by delivering a signed notice of exercise to the Company Secretary of the Company. The holder is not required to pay a fee to exercise the Performance Rights.
7. **(Issue of Shares):** Subject to paragraph 8, as soon as practicable after the valid exercise of a vested Performance Right and in any event within 5 Business Days, the Company will:

- (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (b) issue a substitute certificate for any remaining unexercised Performance Rights held by the holder;
 - (c) if required, and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
8. **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
 9. **(Ranking):** All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with other Shares.
 10. **(Transferability of the Performance Rights):** The Performance Rights are not transferable, except to the extent that they are transferred in-specie to shareholders of the Vendors.
 11. **(Dividend rights):** A Performance Right does not entitle the holder to any dividends.
 12. **(Voting rights):** A Performance Right does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
 13. **(Quotation of the Performance Rights):** The Company will not apply for quotation of the Performance Rights on any securities exchange.
 14. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder will be varied in accordance with the Listing Rules.
 15. **(Entitlements and bonus issues):** Subject to the rights under paragraph 16, holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
 16. **(Bonus issues):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the number of Shares which must be issued on the exercise of a vested Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Performance Right before the record date for the bonus issue.
 17. **(Return of capital rights):** The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
 18. **(Rights on winding up):** The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
 19. **(Takeovers prohibition):** The issue of Shares on exercise of the Performance Rights is subject to and conditional upon:

- (a) the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company not being required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Performance Rights.
20. **(No other rights):** A Performance Right does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
21. **(Amendments required by ASX):** The terms of the Performance Rights may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
22. **(Constitution):** Upon the issue of the Shares on exercise of the Performance Rights, the holder will be bound by the Company's Constitution.

Your proxy voting instruction must be received by **10:30am (AWST) on Wednesday, 10 December 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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