

Charger Metals NL
ABN 61 646 203 465

Notice of General Meeting

**General Meeting to be held at
Level 3, 30 Richardson Street West Perth, WA 6005
on Wednesday 25 March 2026
commencing at 10.00 am (WST).**

Important

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am (WST) on Monday 23 March 2026.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the shareholders of Charger Metals NL ABN 61 646 203 465 (**Company**) will be held at Level 3, 30 Richardson Street, West Perth, Western Australia, 6005 on Wednesday, 25 March 2026, commencing at 10.00 am (WST).

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Resolution 1 – Ratification of Prior Issue of Shares Under Listing Rule 7.1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,725,538 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue and any 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;
- (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.

Resolution 2 – Approval to issue 10,000,000 Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution 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 10,000,000 Shares on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who is expected to participate, or who will obtain a material benefit as a result of, the proposed issue of Shares under this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of that person (or those persons). However, this does not apply to a vote cast in favour of the Resolution by:
 - (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
 - (ii) 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
 - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 1. 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
 - 2. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the General Meeting.

By Order of the Board of Directors

Johnathon Busing
Company Secretary
Charger Metals NL

19 February 2026

EXPLANATORY STATEMENT

Important information

This Explanatory Statement has been prepared for the information of the shareholders of Charger Metals NL ABN 61 646 203 465 (**Company**) in connection with the Resolutions to be considered at the General Meeting to be held at Level 3, 30 Richardson Street, West Perth Western Australia, 6005 on Wednesday, 25 March 2026, commencing at 10.00am (WST).

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

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms in Section 4.

References to "\$" and "dollars" in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the Resolutions in the Notice.

Voting instructions

(i) Voting in person

To vote in person, attend the Meeting at the time, date and place set out on the first page of the Notice.

If you do attend in person, you will need to abide by the processes and procedures declared by the Chair of the Meeting on the day.

(ii) Proxies

Voting by proxy

A Proxy Form is enclosed with 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:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) 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 enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Proxy vote if appointment specifies way to vote

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:

- (i) 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);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;
- (iii) 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
- (iv) 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either of the following applies:
 - (A) the proxy is not recorded as attending the meeting; or
 - (B) 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.

(iii) Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9322 6283.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (WST) on 23 February 2026. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the General Meeting.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

1.1 Background to Placement

On 27 January 2026, the Company announced that it had received firm commitments to raise \$1,348,437 (before costs) under a placement of Shares to institutional, sophisticated and professional investors (**Placement**).

Prenzler Group Pty Ltd acted as lead manager to the Placement (**Lead Manager**).

The Placement comprised the issue of 11,725,538 new Shares (at an issue price of \$0.115 per Share) (**Placement Shares**).

The Placement Shares were issued on 3 February 2026 under Listing Rule 7.1. 11,725,538 Placement Shares were issued under the Company's 15% capacity under Listing Rule 7.1.

1.2 Ratification of Placement Shares

Resolution 1 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

1.3 Listing Rule 7.1

In general terms, Listing Rule 7.1 provides that a company must not, subject to specified exceptions in Listing Rule 7.2, issue or agree to issue (without the approval of its shareholders) more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The issue of the Placement Shares used up all of the 15% capacity limit set in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Placement Shares.

1.4 Listing Rule 7.4

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying the issue of the Placement Shares, the Company will 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.

1.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Placement Shares:

- (a) the Company has issued 11,725,538 Placement Shares;
- (a) 11,725,538 Placement Shares were issued in accordance with Listing Rule 7.1;
- (b) the issue price for the Placement Shares was \$0.115 per Placement Share;
- (c) the Placement Shares were issued on 3 February 2026;
- (d) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued to institutional, professional and sophisticated investors identified by the Company and the Lead Manager. In accordance with ASX Guidance Note 21, the Company confirms that none of the investors that are a related party of the Company, a member of the Company's key management personnel, an advisor to the Company or an associate of any such persons were issued more than 1% of the Company's current issued capital in the Placement;
- (f) the funds raised from the issue of the Placement Shares (after administration costs) will be used to fund exploration to advance the Company's Lake Johnston Lithium and Gold Project and Bynoe Lithium Project and for general working capital purposes; and
- (g) a voting exclusion statement is included in the Notice.

1.6 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

If Shareholders do not approve Resolution 1, the Company will not be able to access, for 12 months (unless subsequently ratified with the approval of Shareholders) the 15% annual placement capacity under Listing Rule 7.1 used by the Company to issue the Placement Shares.

2. RESOLUTION 2 – APPROVAL TO ISSUE 10,000,000 SHARES

2.1 Background

Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 (and for all other purposes) for the issue of 10,000,000 Shares (**Proposed Shares**), (**Proposed Share Issue**). The issue price for the Proposed Shares under any Proposed Share Issue will not be less than 80% of the volume weighted average price over the 5 days on which sales of Shares are recorded prior to the announcement of any Proposed Share Issue (**Proposed Issue Price**).

2.2 Listing Rule 7.1 and technical Information required by Listing Rule 14.1A

A summary of Listing Rule 7.1 is set out in section 1.3.

Any Proposed Share Issue will not fall within any of the specified exceptions in Listing Rule 7.2 and whilst the Proposed Shares under any Proposed Share Issue may or may not exceed the Company's 15% Placement Capacity, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Proposed

Shares under any Proposed Share Issue for the purposes of Listing Rule 7.1 so that any Proposed Share Issue doesn't use up the Company's 15% Placement Capacity.

If Resolution 2 is passed, a Proposed Share Issue can proceed without using any of the Company's 15% Placement Capacity and the Proposed Shares under the Proposed Share Issue will be excluded from the calculation of the number of equity securities that the Company can issue under its 15% Placement Capacity without Shareholder approval. It is noted that to the extent the Company undertakes a capital raising for the Proposed Share Issue and the Company ultimately issues equity securities additional to the Proposed Shares the additional equity securities will, to the extent they don't fall within any of the specified exceptions in Listing Rule 7.2, use up the Company's 15% Placement Capacity.

If Resolution 2 is not passed, the Company will have to rely on the Company's 15% Placement Capacity (subject to the approval of Resolution 1) to proceed with a Proposed Share Issue to raise funds for the purposes described in Section 2.3 (f) below.

2.3 Technical 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 Placement Shares under any Proposed Share Issue:

- (a) The Directors intend that the Proposed Shares will be issued under any Proposed Share Issue to institutional, professional and sophisticated investors identified by the Directors or who are clients of a lead manager to be engaged in connection with any Proposed Share Issue. The Company has not yet determined who will be issued any Proposed Shares, however, the recipients will be identified through a bookbuild or similar process which will involve the Board and/or the lead manager to be engaged in connection with any Proposed Share Issue seeking expressions of interest from non-related parties of the Company.
- (b) In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Proposed Shares under any Proposed Share Issue will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company.
- (c) The number of Proposed Shares to be issued under any Proposed Share Issue is 10,000,000 Shares. It is noted that to the extent the Company undertakes a capital raising for the Proposed Share Issue and the Company ultimately issues equity securities additional to the Proposed Shares the additional equity securities will, to the extent they don't fall within any of the specified exceptions in Listing Rule 7.2, use up the Company's 15% Placement Capacity (subject to the approval of Resolution 1).
- (d) All Proposed Shares under any Proposed Share Issue 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 Proposed Shares under any Proposed Share Issue will be issued **no later than three months following the date of the Meeting** (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules). It is intended that the issue of the Proposed Shares under any Proposed Share Issue will occur progressively.
- (f) The Proposed Issue Price per Proposed Share under any Proposed Share Issue will not be less than 80% of the volume weighted average price for Shares over the 5 days on which sales of Shares were recorded prior to the announcement of any Proposed Share Issue.

The table below provides examples of the amount that may be raised under any Proposed Share Issue (before costs) if Shareholders approve this Resolution 2. The table uses various Proposed Issue Prices (noting that the closing price of Shares on ASX on 18 February 2026

was \$0.097 and noting that the Proposed Issue Price per Proposed Share under any Proposed Share Issue will not be less than 80% of the volume weighed average price for Shares over the 5 days on which sales of Shares were recorded prior to the announcement of any Proposed Share Issue) to calculate the amount that may be raised (before costs) under any Proposed Share Issue:

Proposed Issue Price (\$ per Share)	Raising Amount (before costs) (\$)
0.08	800,000
0.10	1,000,000
0.125	1,250,000
0.15	1,500,000
0.20	2,000,000
0.25	2,500,000

The maximum that existing Shareholders will be diluted under any Proposed Share Issue (based on the existing number of Shares on issue (being 90,645,788 Shares as at the date of this Notice) and assuming no options are exercised, no convertible securities are converted and no additional Shares are issued and no other equity securities are issued under any capital raising undertaken for the Proposed Share Issue) will be 9.94%.

- (g) The funds raised from the issue of Proposed Shares (after costs) will be used on exploration activities including exploration to advance the Company's Lake Johnston Lithium and Gold Project and Bynoe Lithium Project and for general working capital purposes.
- (h) A voting exclusion statement is included in the Notice.

3. OTHER INFORMATION

3.1 Scope of disclosure

The law requires that this Explanatory Statement sets out all other information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the Resolutions and which is known to the Company.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by the Company by notification to the ASX.

3.2 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of the Resolutions and the Directors intend to vote all Shares owned or controlled by them in favour of the Resolutions.

3.3 Voting intentions of the Chair

The Chair intends to vote all available proxies in favour of the Resolutions.

4. DEFINITIONS

General Meeting or **Meeting** means the general meeting convened by this Notice of General Meeting.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors.

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.

Chair means the chairperson of the Meeting.

Company means Charger Metals NL (ABN 61 646 203 465).

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

Director means a director of the Company.

Explanatory Statement means this explanatory statement including any schedules or annexures to the explanatory statement.

Lead Manager has the meaning given that term in Section 1.1.

Listing Rules means the official listing rules of the ASX.

Notice of General Meeting or **Notice of Meeting** means the notice of general meeting attached to this Explanatory Statement.

Placement has the meaning given that term in Section 1.1.

Proxy Form means the proxy form annexed to this Explanatory Statement and the Notice of General Meeting.

Proposed Issue Price has the meaning given that term in Section 2.1.

Proposed Shares has the meaning given that term in Section 2.1.

Proposed Share Issue has the meaning given that term in Section 2.1.

Resolutions means the resolutions to be put to the Shareholders as set out in the Notice.

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

Shareholder means a holder of one or more Shares.

Voting Power has the meaning given to that term in the Corporations Act.

VWAP means volume weighted average market price of a Share as defined in the Listing Rules.

WST or AWST means Western Standard Time in Australia.

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 23 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://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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