ASX Announcement
13 October 2025

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Helix Resources Limited (ACN 009 138 738) (**Company**) will be held as follows:

Time and date:	9:00am (Perth time) on Wednesday, 19 November 2025
In-Person:	The offices of Argus Corporate Partners Pty Ltd, Level 4, 225 St George's Terrace, Perth WA 6000

Notice of Meeting

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Meeting unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at https://investorhub.helixresources.com.au/announcements; and
- the ASX market announcements page under the Company's code "HLX".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Participation and voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** https://investor.automic.com.au/#/loginsah
- **By mail:** Automic, GPO Box 5193, Sydney NSW 2001
- **In-person**: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
- **By fax:** +61 2 8583 3040
- **By mobile:** Scan the QR Code on your Proxy Form and follow the prompts

In order for your proxy to be valid, your Proxy Form (and any power of attorney under which it is signed) must be received by the Proxy Cut-Off Time. **Proxies received after this time will be invalid.**

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Ben Donovan
Company Secretary
Helix Resources Limited

For more information, please contact:

ABN: 27 009 138 738
ASX: HLX, HLXO, HLXOA

Contact Details:
Helix Resources Limited
Level 4, 225 St Georges Terrace,
Perth, WA, 6000

PO Box 7237
Cloisters Square PO
Perth, WA 6850

Email: helix@helixresources.com.au
Web: www.helixresources.com.au
Tel: +61 (0)8 9321 2644

Board of Directors:
Mike Povey – Executive Chairman
Kylie Prendergast – Non-executive Director
Kevin Lynn – Executive Director

Company Secretary
Ben Donovan

Investor Contact:
Mike Povey

About Helix Resources

Helix Resources is an ASX-listed resources company which is exploring for copper and gold in Arizona USA and in the copper producing regions of Cobar, NSW. The Company possesses a sizable ground position which is located proximal to significant copper and gold producing operations.

Arizona USA:

- Helix holds the White Hills Copper-Gold Project (Joint Venture with Newmont), which was acquired in March 2025. The region hosts world class porphyry copper deposits within the Arizona Arc.
- Helix operates a Joint Venture to earn 40% of the Gold Basin project, located in the southernmost extent of the Walker Lane gold trend, host to several multi-million-ounce gold deposits.

Cobar Australia:

- The Western Tenement has 30km of prospective strike and a pipeline of wholly owned copper opportunities, as well as the Canbelego JV Project.
- A 5 km by 1.5 km historical gold field is being evaluated on the Muriel Tank tenement. The Eastern Tenement Group encompasses more than 100km of prospective strike.
- In the Eastern Tenements, the company has defined an extensive zone of new anomalies considered prospective for Tritton-style copper-gold deposits.

Helix Resources Limited
ACN 009 138 738

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 9:00am (AWST) on Wednesday, 19 November 2025

In-person: Offices of Argus Corporate Partners, Level 4, 225 St Georges Terrace, Perth WA 6000

The Notice of Annual 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 9321 2644.

Shareholders are urged to vote by lodging the Proxy Form

Helix Resources Limited
ACN 009 138 738
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Helix Resources Limited ACN 009 138 738 will be held at the offices of Argus Corporate Partners, Level 4, 225 St Georges Terrace, Perth WA 6000 on Wednesday, 19 November 2025 at 9:00am (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 Monday, 17 November 2025 at 5.00pm (AWST).

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

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2025, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Election of Director – Michael Povey

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

'That, for the purpose of Listing Rule 14.4, Clause 14.4 of the Constitution and for all other purposes, Michael Povey, a Director who was appointed as a Director by the Board of Directors in accordance with Clause 14.4 of the Constitution on 3 January 2025, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Director – Kevin Lynn

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

‘That, for the purpose of Listing Rule 14.4, Clause 14.4 of the Constitution and for all other purposes, Kevin Lynn, a Director who was appointed as a Director by the Board of Directors in accordance with Clause 14.4 of the Constitution on 12 February 2025, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Re-election of Director – Kylie Prendergast

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

‘That, for the purpose of Listing Rule 14.5, Clause 14.2 of the Constitution and for all other purposes, Kylie Prendergast, retires and being eligible, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of 10% Placement Facility

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

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Ratification of issue of Acta Placement 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 7.4 and for all other purposes, Shareholders ratify the issue of 100,000,000 Acta Placement Shares issued under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.’

Resolution 7 – Ratification of issue of September Placement Securities

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 7.4 and for all other purposes, Shareholders ratify the issue of 300,000,000 September Placement Shares and 150,000,000 September Placement Options issued under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum.’

Resolution 8 – Ratification of issue of Underwriter Options

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 7.4 and for all other purposes, Shareholders ratify the issue of 67,263,880 Underwriter Options, on the terms and conditions in the Explanatory Memorandum.'

Resolution 9 – Approval to issue Lead Manager Options

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 12,000,000 Lead Manager Options to Mahe Capital Pty Ltd (or its nominee), on the terms and conditions in the Explanatory Memorandum.'

Resolution 10– Approval to issue Placement 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 200,000,000 Placement Shares, on the terms and conditions in the Explanatory Memorandum.'

Resolution 11 – Re-insertion of Proportional Takeover Bid Approval Provisions

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

'That, the modification of the Company's Constitution to re-insert the proportional takeover bid approval provisions contained in Clause 36 of the Constitution for a period of three years from the date of approval of this Resolution is approved under and for the purposes of sections 648G(4) and 136(2) of the Corporations Act and for all other purposes.'

Resolution 12 – Re-approval of Employee Securities Incentive Plan

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

*'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders re-approve the employee securities incentive plan of the Company known as the "Helix Resources Limited Employee Securities Incentive Plan" (**Plan**) and the issue of up to 700,000,000 Securities under the Plan on the terms and conditions in the Explanatory Memorandum.'*

Resolution 13 – Approval of potential termination benefits under the Plan

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

'That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Plan, the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office is given under and for the purposes of Part 2D of the Corporations Act, on the terms and conditions in the Explanatory Memorandum.'

Resolution 14 – Approval to issue Director Performance Rights

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

'That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 525,000,000 Director Performance Rights to the Directors (or their respective nominees) under the Plan as follows:

(a) up to 175,000,000Director Performance Rights to Mr Michael Povey;

(b) up to 175,000,000 Director Performance Rights to Mr Kevin Lynn; and

(c) up to 175,000,000 Director Performance Rights to Dr Kylie Prendergast,

on the terms and conditions set out in the Explanatory Memorandum.'

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 13: In accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

(c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and

(d) it is not cast on behalf of the person or an associate of the person.

Resolution 12, Resolution 13 and Resolution 14(a) to (c) (inclusive): In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the relevant Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the relevant Resolution; and

(b) it is not cast on behalf of a related party of the Company to whom the relevant Resolution

would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

Voting exclusions

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

(a) **Resolution 5**: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(b) **Resolution 6**: by or on behalf of any person who participated in the issue of the Acta Placement Shares, or any of their respective associates.

(c) **Resolution 7**: by or on behalf of any person who participated in the issue September Placement Securities, or any of their respective associates.

(d) **Resolution 8**: by or on behalf of Mahe Capital Pty Ltd or any of their respective associates.

(e) **Resolution 9**: by or on behalf of Mahe Capital Pty Ltd (or its nominee/s) and any other 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 an associate of those persons.

(f) **Resolution 10**: 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 an associate of those persons.

(g) **Resolution 12**: by or on behalf of a person who is eligible to participate in the Plan, or any of their respective associates.

(h) **Resolution 14(a)**: by or on behalf of Michael Povey (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

(i) **Resolution 14(b)**: by or on behalf of Kevin Lynn (or his nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

(j) **Resolution 14(c)**: by or on behalf of Kylie Prendergast (or her nominee/s), and any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates.

The above voting exclusions does not apply to a vote cast in favour of the relevant 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;

(b) 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

(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.

BY ORDER OF THE BOARD

Ben Donovan
Company Secretary
Helix Resources Limited
Dated: 10 October 2025

Helix Resources Limited
ACN 009 138 738
(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 the offices of Argus Corporate Partners, Level 4, 225 St Georges Terrace, Perth WA 6000 on Wednesday, 19 November 2025 at 9:00am (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 Resolution 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	Annual Report
Section 4	Resolution 1– Remuneration Report
Section 5	Resolution 2 – Election of Director – Michael Povey
Section 6	Resolution 3 – Election of Director – Kevin Lynn
Section 7	Resolution 4 – Re-election of Director – Kylie Prendergast
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Ratification of issue of Acta Placement Shares
Section 10	Resolution 7 – Ratification of issue of September Placement Securities
Section 11	Resolution 8 – Ratification of issue of Underwriter Options
Section 12	Resolution 9 – Approval to issue Lead Manager Options
Section 13	Resolution 10 – Approval to issue Placement Shares
Section 14	Resolution 11 – Re-insertion of Proportional Takeover Bid Approval Provisions
Section 15	Resolution 12 – Re-approval of Employee Securities Incentive Plan
Section 16	Resolution 13 – Approval of potential termination benefits under the Plan

Section 17	Resolution 14 – Approval to issue Director Performance Rights
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Quoted Options
Schedule 3	Clause 36 of the Constitution (Partial Takeover Plebiscites)
Schedule 4	Summary of material terms of Plan
Schedule 5	Terms and conditions of Director Performance Rights
Schedule 6	Independent Valuation of Director 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 made available 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:

(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 enclosed 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.

2.4 Chair's voting intentions

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, Resolution 12, Resolution 13 and Resolution 14(a) to (c) (inclusive) by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair’s intention, even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

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 bdonovan@argucorp.com.au within 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. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2025.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at https://investorhub.helixresources.com.au/announcements#annual-reports**;**

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

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

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1– Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the

Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2025 in the 2025 Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 annual general meeting held on 19 November 2024. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2026 annual general meeting, this may result in the re-election of the Board.

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

4.2 Additional information

Resolution 1 is a non-binding ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. Resolution 2 – Election of Director – Michael Povey

5.1 General

Clause 14.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 14.4 of the Constitution and Listing Rule 14.4 both provide that any Director so appointed must not hold office without re-election past the next annual general meeting of the Company following the Director’s appointment.

Clause 14.4 of the Constitution provides that a Director who retires in accordance with Clause 14.4 holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Mr Michael Povey, a Director appointed on 3 January 2025, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 2.

If Resolution 2 is passed, Mr Povey will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Povey will not be elected as a Director of the Company.

5.2 Michael Povey

Mr. Povey is a mining engineer and a director of the Company, with over 40 years of worldwide experience in the resource sector in a wide range of commodities. He has held senior management positions in various public companies including Rio Tinto and Anglo American, with surface and underground mining operations in Africa, North America, and Australia.

Over the past 20 years, Mr Povey has held positions as Chairman, Managing Director, and Technical Director of several ASX and AIM listed companies where he has led project acquisitions, exploration programs, JV negotiations and equity raisings. Mike is a Chartered Engineer and a Member of the Australian Institute of Mining and Metallurgy and holds a number of Certificates of Competency, including a West Australian Mine Managers Certificate.

Mr Povey does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that, with the consent of Mr Povey, it took appropriate checks into Mr Poveys' background and experience and that these checks did not identify any information of concern. Mr Povey was appointed to the Board in connection with the implementation agreement announced to ASX on 23 December 2024.

If elected, Mr Povey is not considered by the Board (with Mr Povey abstaining) to be an independent Director, given his substantial shareholding in the Company and his role as Executive Chairman.

Mr Povey has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (other than Mr Povey who has a personal interest in the outcome of this Resolution) supports the election of Mr Povey for the following reasons:

(a) Mr Povey's skills and significant experience in the resources sector are important additions to the Board's existing skills and experience; and

(b) Mr Povey's experience will continue to enhance the Board's ability to perform its role.

5.4 Additional information

Resolution 2 is an ordinary resolution.

The Board (other than Mr Povey who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

6. Resolution 3 – Election of Director – Kevin Lynn

6.1 General

Clause 14.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 14.4 of the Constitution and Listing Rule 14.4 both provide that any Director so appointed must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Clause 14.4 of the Constitution provides that a Director who retires in accordance with Clause 14.4 holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Mr Kevin Lynn, a Director appointed on 12 February 2025, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

If Resolution 3 is passed, Mr Lynn will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr Lynn will not be elected as a Director of the Company.

6.2 Kevin Lynn

Mr Lynn is a Chartered Accountant (ACA) with a Master of Finance and a member of FINSIA (F.FIN) and the Institute of Company Directors (FAICD) with over 35 years' experience in private, public and public listed companies, particularly in mining and oil and gas, whilst acting in various roles including director, CFO and company secretary.

Mr Lynn does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that, with the consent of Mr Lynn, it took appropriate checks into Mr Lynns' background and experience and that these checks did not identify any information of concern.

If elected, Mr Lynn is not considered by the Board (with Mr Lynn abstaining) to be an independent Director given his recent appointment as an Executive Director.

Mr Lynn has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

6.3 Board recommendation

The Board (other than Mr Lynn who has a personal interest in the outcome of this Resolution) supports the election of Mr Lynn for the following reasons:

(a) Mr Lynn's has skills and significant experience with ASX listed companies; and

(b) is an important addition to the Board's existing skills and experience.

6.4 Additional information

Resolution 3 is an ordinary resolution.

The Board (other than Mr Lynn who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

7. Resolution 4 – Re-election of Director – Kylie Prendergast

7.1 General

Clause 14.4 of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the managing director) must not hold office without re-election past the third annual general meeting

Clause 14.4 of the Constitution provides that a Director who retires in accordance with Clause 14.4 holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Dr Kylie Prendergast transitioned from Managing Director to Non-Executive Director on 24 March 2025. Dr Prendergast was last elected at the annual general meeting held on 22 November 2022. Accordingly, Dr Prendergast retires by rotation at this Meeting, and being eligible, seeks re-election pursuant to Resolution 4.

If Resolution 4 is passed, Dr Prendergast will be elected as a Director of the Company with effect from the conclusion of the Meeting. If Resolution 4 is not passed, Dr Prendergast will not be elected as a Director of the Company.

7.2 Kylie Prendergast

BSc Hon (Economic Geology), PhD (Geology), Grad Cert (Applied Finance)

Dr Kylie Prendergast is a geologist and technical leader with over 25 years of experience within the international mining and resource sector. Dr Prendergast has worked across a range of different operating jurisdictions, including significant in-country assignments and expatriate roles, and was involved in business development, project technical and economic evaluation, and commercial management including direct interaction with a range of stakeholders in global resource capital markets.

Dr Prendergast is a partner at Petram Capital and has also held senior leadership roles at Felix Gold Limited (ASX:FXG), Mawarid Mining, Batu Mining, Gold Fields, and worked in technical geology positions at BHP Billiton, Ivanhoe Mines and North Limited.

Dr Prendergast does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Dr Prendergast's background and experience and that these checks did not identify any information of concern.

If elected, Dr Prendergast is not considered by the Board (with Dr Prendergast abstaining) to be an independent Director due to her recent position as Managing Director within the last 3 years.

Dr Prendergast has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

7.3 Board recommendation

The Board other than Dr Prendergast who has a personal interest in the outcome of this Resolution) supports the election of Dr Prendergast for the following reasons:

(a) Dr Prendergast is an experienced geologist and project manager with successful leadership of copper projects through exploration, discovery and feasibility; and

(b) Dr Prendergast's skills and significant experience are important additions to the Board's existing skills and experience.

7.4 Additional information

Resolution 4 is an ordinary resolution.

The Board (other than Dr Prendergast who has a personal interest in the outcome of this

Resolution) recommends that Shareholders vote in favour of this Resolution.

8. Resolution 5 – Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

If Resolution 5 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 Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval in Listing Rule 7.1.

8.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $5.04 million, based on the closing price of Shares $0.001 on 9 October 2025.

(b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = is the number of Shares on issue at the commencement of the 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 exception 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:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

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

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

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

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; 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 the Company's 15% annual placement capacity.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that 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 6.2(c)(i) above, the date on which the Equity Securities are issued,

(**Minimum Issue Price**).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid 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; or

(iii) the time and date of Shareholder approval of 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),

(**10% Placement Period**).

(g) **What is the effect of Resolution 3?**

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 8.2(e) above).

(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is 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 of the Meeting; 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,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 8.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	**Dilution**			
	Issue price per Share	**$0.0005** **50% decrease in Current Market Price**	**$0.001** **Current Market Price**	**$0.002** **100% increase in Current Market Price**
5,346,290,525 Shares **Variable A**	10% Voting Dilution	534,629,053 Shares	534,629,053 Shares	534,629,053 Shares
	Funds raised	$267,315	$534,629	$1,069,258
8,019,435,788 Shares **50% increase in Variable A**	10% Voting Dilution	801,943,579 Shares	801,943,579 Shares	801,943,579 Shares
	Funds raised	$400,972	$801,944	$1,603,887
10,692,581,050 Shares **100% increase in Variable A**	10% Voting Dilution	1,069,258,105 Shares	1,069,258,105 Shares	1,069,258,105 Shares
	Funds raised	$534,629	$1,069,258	$2,138,516

Notes:

1. The table has been prepared on the following assumptions:

(a) The issue price is the current market price $0.001, being the closing price of the Shares on ASX on 9 October 2025, being the latest practicable date before this Notice was signed.

(b) Variable A comprises of 5,346,290,525 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.

(c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

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) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

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

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2024.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued or agreed to issue Equity Securities under Listing Rule 7.1A.

(g) **Voting exclusion statement**

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8.4 Additional information

Resolution 5 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

9. Resolution 6 – Ratification of issue of Acta Placement Shares

9.1 General

On 23 December 2024, the Company announced that it had entered into an implementation agreement with Acta Investment Group Pty Ltd (**Acta**), being the bidder of the off-market proportional takeover offer of 25% of the Company announced to ASX on 15 October 2025 (**Implementation Agreement**).

In connection with the Implementation Agreement, Acra agreed to subscribe for 100,000,000 Shares at $0.005 per Share (**Acta Placement Shares**) to raise approximately $500,000 (before costs) (**Acta Placement**).

On 3 January 2025, the Company issued the Acta Placement Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Acta Placement Shares.

9.2 Summary of the Implementation Agreement

A summary of the material terms and conditions of the Implementation Agreement are as follows:

(a) (**Parties**): the Company and Acta.

(b) (**Placement**): Under the Implementation Agreement, Acta will subscribe for 100 million Shares, or such lower number of Shares so that Acta and its associates would hold no more than 19.99% of Helix Shares on issue, at $0.005 per Share (representing an investment in Helix of approximately $500,000).

(c) (**Board nominee**): Mr Michael Povey will be appointed as Executive Chairman of the Company (appointed on 3 January 2025) as a nominee for Acta.

(d) (**Waiver of takeover offer conditions**): Acta agreed to waive any breach of the offer conditions outlined in the bidder's statement announced to ASX on 15 October 2024 (as supplemented).

The Implementation Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

9.3 Listing Rules 7.1 and 7.4

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 Acta Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders and effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Acta Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a 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.

The effect of Shareholders passing Resolution 6 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 6 is passed, 100,000,000 Acta Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, 100,000,000 Acta Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 100,000,000 Equity Securities for the 12 month period following the issue of the Acta Placement Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Acta Placement Shares were issued.

9.4 Specific 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 ratification of the issue of the Acta Placement Shares:

(a) The Acta Placement Shares were issued to Acta Investment Group Pty Ltd, that is not a related party or Material Investor of the Company.

(b) A total of 100,000,000 Acta Placement Shares were issued with the Company's placement capacity permitted under Listing Rule 7.1.

(c) The Acta Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(d) The Acta Placement Shares were issued on 5 January 2025.

(e) The Acta Placement Shares were issued at $0.005 per Share.

(f) The proceeds from the issue of the Acta Placement Shares have been and are intended to be applied towards progressing the Company's Cobar exploration assets, including drilling of its Muriel Tank gold prospect, regional scale auger drilling and to assist with general working capital.

(g) A summary of the material terms and conditions of the Implementation Agreement is in Section 9.2 above.

(h) A voting exclusion statement is included in the Notice.

9.5 Additional information

Resolution 6 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 6.

10. Resolution 7 – Ratification of issue of September Placement Securities

10.1 General

On 12 August 2025, the Company announced a one-for-two renounceable entitlement offer to raise approximately $1.68 million (before costs), with one free attaching Quoted Option for every two Shares subscribed for (**Entitlement Offer**).

On 10 September 2025, the Company announced that, to accommodate for the excess demand received from existing Shareholders and new investors buying rights on market and applying for shortfall under the Entitlement Offer, it agreed to undertake a placement to raise an additional $300,000 on the same terms as the Entitlement Offer (**September Placement**).

The Company issued the following Securities under the September Placement without Shareholder approval using the Company's available placement capacity under Listing Rule 7.1:

(a) 300,000,000 Shares at an issue price of $0.001 per Share issued on 19 September 2025 (**September Placement Shares**); and

(b) 150,000,000 Quoted Options, on the basis of one (1) free attaching Quoted Option for every two (2) September Placement Shares subscribed for, issued on 23 September 2025 (**September Placement Options**),

(together the **September Placement Securities**).

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the September Placement Securities.

10.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 are in Section 9.2 above.

The issue of the September Placement Securities does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rules 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval for the 12 month period following the issue of the September Placement Securities.

The effect of Shareholders passing Resolution 7 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 7 is passed, 450,000,000 September Placement Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, 450,000,000 September Placement Securities will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 450,000,000 Equity Securities for the 12 month period following the issue of the September Placement Securities.

The Company confirms that Listing Rule 7.1 was not breached at the time the September Placement Securities were issued.

10.3 Specific 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 proposed issue of the September Placement Securities:

(a) The September Placement Securities were issued to certain eligible Shareholders that subscribed for new Shares under the shortfall offer for the Entitlement Offer, as well as sophisticated investors introduced by Mahe Capital (**September Placement Participants**), none of whom is a related party of the Company or a Material Investor. The Placement Participants were determined by the Company in consultation with Mahe Capital.

(b) A total of 300,000,000 September Placement Shares and 150,000,000 September Placement Options were issued using the Company's available placement capacity under Listing Rule 7.1.

(c) The September Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The September Placement Options are exercisable at $0.002 each and expire on 10 September 2025. The September Placement Options are otherwise on the terms and conditions in Schedule 2.

(d) The September Placement Shares were issued on 19 September 2025 at an issue price of $0.001 each. The September Placement Options were issued on 23 September 2025 for nil cash consideration, as they were free-attaching to the issue of the September Placement Shares. Accordingly, no funds were raised by the issue of the September Placement Options.

(e) The proceeds from the September Placement have been and are intended to be applied towards:

    (i) drilling of the White Hills copper-gold project;

(ii) Gold Basin mineral resource estimation programs; and

(iii) general working capital and to cover costs associated with the September Placement.

(f) There are no other material terms to the agreement for the subscription of the September Placement Securities.

(g) A voting exclusion statement is included in the Notice.

10.4 Additional information

Resolution 7 is an ordinary Resolution.

The Board recommend Shareholders vote in favour of Resolution 7.

11. Resolution 8 – Ratification of issue of Underwriter Options

11.1 Background

The Entitlement Offer was partially underwritten by Mahe Capital for up to $500,000, pursuant to the terms of the underwriting agreement between Mahe Capital and the Company (**Underwriting Agreement**). A summary of the material terms and conditions of the Underwriting Agreement is set out in Section 11.2 below.

As partial consideration for the provision of underwriting and lead managerial services provided by Mahe Capital in connection with the Entitlement Offer, the Company agreed to issue Mahe Capital 40 Quoted Options for every $1.00 raised under the Offers.

On 10 September 2025, the Company issued 67,263,880 Quoted Options (**Underwriter Options**) to Mahe Capital (or its nominee/s) using the Company's available placement capacity under Listing Rule 7.1.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the Underwriter Options.

11.2 Summary of Underwriting Agreement and Lead Manager Mandate

Pursuant to the Underwriting Agreement and a mandate letter signed by the Company (**Lead Manager Mandate**), the Company appointed Mahe Capital for the provision of underwriting and lead managerial services in connection with the Entitlement Offer.

Pursuant to the Underwriting Agreement, the Company agreed to pay the following fees to Mahe Capital (or its nominee/s) for the provision of lead managerial and underwriting services:

(a) 40 Quoted Options for every $1.00 raised under the Offers;

(b) $60,000, which, on mutual agreement between the Company and Mahe Capital, may be satisfied by the issue of Shares under the Shortfall Offer;

(c) a fee equal to 1% of gross proceeds raised under the Offers, which, on mutual agreement between the Company and Mahe Capital, may be satisfied by the issue of Shares under the Shortfall Offer;

(d) a cash fee equal to 5% of the Underwritten Amount; and

(e) a cash fee equal to 5% of the gross proceeds of any shortfall Shares placed beyond the Underwritten Amount. This will apply to any amount that might be placed in addition to the amount raised under the Entitlement Offer and Shortfall Offer,

(collectively, the **Underwriter Fee**).

The Underwriting Agreement contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

Pursuant to the Lead Manager Mandate, the Company has agreed to offer Mahe Capital the lead role in any future capital raisings undertaken by the Company within six months of completion of the Offers.

Summaries of the Underwriting Agreement and Lead Manager Mandate are set out in sections 5.3 and 5.4 of the Prospectus.

11.3 Listing Rule 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 are in Section 9.2 above.

The issue of the Underwriter Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Underwriter Options.

The effect of Shareholders passing Resolution 8 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 8 is passed, the Underwriter Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 8 is not passed, the Underwriter Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 67,263,880 Equity Securities for the 12-month period following the issue of the Underwriter Options.

11.4 Specific 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 issue of the Underwriter Options:

(a) The Underwriter Options were issued to Mahe Capital (or its nominee/s), who is not a related party of the Company.

(b) A total of 67,263,880 Underwriter Options were issued using the Company's available placement capacity under Listing Rule 7.1.

(c) The Underwriter Options are exercisable at $0.002 each on or before 10 September 2027 and are otherwise subject to the terms and conditions in Schedule 2.

(d) The Underwriter Options were issued on 10 September 2025.

(e) The Underwriter Options were issued with a nil issue price as partial consideration for the provision of underwriting and lead managerial services provided by Mahe Capital in connection with the Entitlement Offer. Accordingly, no funds were raised by the issue of the Underwriter Options.

(f) A summary of the material terms of the Underwriting Agreement, pursuant to which the Underwriter Options were issued, is set out in Section 11.2 above.

(g) A voting exclusion statement is included in the Notice.

11.5 Additional information

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

12. Resolution 9 – Approval to issue Lead Manager Options

12.1 General

The background to the September Placement is in Section 10.1 above.

As partial consideration for the advisory services provided by Mahe Capital to the Company in connection with the September Placement, the Company agreed to issue 12,000,000 Quoted Options to Mahe Capital, subject to Shareholder approval pursuant to Listing Rule 7.1 (**Lead Manager Options**).

Resolution 9 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Lead Manager Options to Mahe Capital (or its nominee).

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

The proposed issue of Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 9 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity without the requirement to obtain prior Shareholder approval.

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Lead Manager Options.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will have to consider other forms of remuneration for Mahe Capital which may include the payment of cash.

12.3 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 Lead Manager Options:

(a) The Lead Manager Options will be issued to Mahe Capital (or its nominee/s), who is not a related party of the Company.

(b) A maximum of 12,000,000 Lead Manager Options will be issued.

(c) The Lead Manager Options will be exercisable at $0.002 each on or before 10 September 2027 and will be subject to the terms and conditions in Schedule 2.

(d) The Lead Manager Options will be issued with a nil issue price as partial consideration for the provision of lead managerial services provided by Mahe Capital in connection with the September Placement. Accordingly, no funds were raised by the issue of the Lead Manager Options.

(e) A summary of the material terms of the Lead Manager Mandate, pursuant to which the Lead Manager Options were issued, is set out in Section 11.2 above.

(f) A voting exclusion statement is included in the Notice.

12.4 Additional information

Resolution 9 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 9.

13. Resolution 10 – Approval to issue Placement Shares

13.1 General

Resolution 10 seeks approval of Shareholders to be authorised to undertake a share placement (**Placement**) of up to 200,000,000 Shares (**Placement Shares**) at a minimum issue price equal to 80% of the VWAP of the Company's Shares over the 5 Trading Days immediately prior to the date of announcement of the Placement (**5-day VWAP**).

The actual number of Placement Shares issued under the Placement may be less than the number for which approval is being sought under this Resolution 10. The actual number of Placement Shares issued by the Company will depend on various factors including, the level of demand under the Placement and the price at which Placement Shares are able to be issued.

In addition, the Company may also choose to utilise some or all of its placement capacity under Listing Rules 7.1 and 7.1A. The Company may determine to use its existing placement capacity in respect of any additional securities issued in connection with the Placement that exceed the number of Placement Shares approved by Shareholders for issue under this Resolution 10.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

The proposed issue of Placement Shares under Resolution 10 does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% placement capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The effect of Shareholders passing Resolution 10 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity without the requirement to obtain prior Shareholder approval.

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Placement Shares.

If Resolution 10 is not passed, the Company will be limited to the issuing of Placement Shares pursuant to the Company's existing placement capacity under Listing Rules 7.1 and 7.1A.

13.3 **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 persons to whom the Placement Shares will be issued have not yet been identified but will be unrelated parties of the Company and are likely to be professional and sophisticated investors identified through a bookbuild process by seeking expressions of interest to participate in the Placement at the discretion of the Directors and with the involvement of a lead manager or broker should one be appointed by the Company. As at the date of this Notice, there is no agreement with a Material Person to be issued more than 1% of the issued capital of the Company from participation in the Placement.

(b) A maximum of 200,000,000 Placement Shares will be issued.

(c) The Placement Shares will be fully paid ordinary shares 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 issue price per Placement Share has not yet been determined but will not be less than 80% of the 5-day VWAP. By way of illustration only, the following table shows the issue price per Placement Share and amount that could be raised (before costs), based on:

(i) the current market price ($0.001, being closing price of Shares on ASX on the latest practicable date before finalising this Notice i.e. 9 October 2025);

(ii) twice the current market price ($0.002); and

(iii) half the current market price ($0.0005),

and assuming the Company issues 200,000,000 Placement Shares.

5-day VWAP	Issue Price	Proceeds (before costs)
$0.001	$0.0008	$160,000
$0.002	$0.0016	$320,000
$0.0005	$0.0004	$80,000

(f) Assuming $320,000 is raised in the Placement, the proceeds are intended to be used for:

(i) drilling of White Hills copper-gold project (approximately $100,000);

(ii) Gold basin mineral resource estimation programs (approximately $200,000); and

(iii) general working capital purposes (approximately $20,000).

(g) As at the date of this Notice, there are no agreements in relation to the issue of the Placement Shares. However, it is likely the Company will enter into customary placement agreements with participants of the Placement once identified.

(h) A voting exclusion statement is included in the Notice.

13.4 Additional information

Resolution 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

14. Resolution 11 – Re-insertion of Proportional Takeover Bid Approval Provisions

14.1 General

The Company's Constitution contains proportional takeover bid approval provisions (**PTBA Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed. The PTBA Provisions in the current Constitution will expire on 24 November 2025 and will cease to apply on that date.

Resolution 9 seeks the approval of Shareholders to modify the Constitution by re-inserting the PTBA Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed PTBA Provisions set out in Schedule 2 are identical to those previously contained at clause 36 of the Constitution.

The Corporations Act requires the Company to provide Shareholders with an explanation of the PTBA Provisions as set out below.

14.2 Information required by section 648G of the Corporations Act

(a) **What is a proportional takeover bid?**

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities. Accordingly, if a Shareholder accepts in full the offer under a PT Bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the Securities.

(b) **Effect of renewal**

If re-inserted, under clause 36 of the Constitution if a PT Bid is made to Shareholders of the Company, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the day before the last day of the bid period and during which the offers under the PT Bid remain open or a later day allowed by ASIC (**Deadline Date**).

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on by the Deadline Date, the resolution is deemed to have been passed.

Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to re-insert the PTBA Provisions. Without the PTBA Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company. Without the PTBA Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Re-inserting the PTBA Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

(c) **No knowledge of present acquisition proposals**

As at the date of this Notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

(d) **Potential advantages and disadvantages**

The renewal of the PTBA Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that re-insertion of the PTBA Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the PTBA Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that a substantial interest (and potentially control) of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders re-inserting the PTBA Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The PTBA Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the PTBA Provisions were in effect, other than those discussed in this Section. On balance, the Directors consider that the possible advantages outweigh the possible disadvantages so that the re-insertion of the PTBA Provisions is in the interest of Shareholders.

14.3 Additional information

Resolution 9 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 9.

15. Resolution 12 – Re-approval of Employee Securities Incentive Plan

15.1 General

The Company considers that it is desirable to maintain an employee incentive scheme (**Plan**) pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 12 seeks Shareholder approval for the issue of up to a maximum of 700,000,000 Equity Securities under the Plan in accordance with Listing Rule 7.2 Exception 13(b).

15.2 Listing Rules 7.1 and 7.2, Exception 13(b)

A summary of Listing Rule 7.1 is in Section 9.2 above.

Listing Rule 7.2, Exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 12 is passed, the Company will be able to issue up to a maximum of 700,000,000 Equity Securities under the Plan pursuant to Listing Rule 7.2, Exception 13(b), to eligible participants over a period of three years without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 12 is not passed, any issue of Equity Securities pursuant to the Plan would need to be made either with Shareholder approval or, in default of Shareholder approval, pursuant to the Company’s placement capacity under Listing Rule 7.1.

15.3 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, Exception 13(b), the following information is provided in relation to the Plan:

(a) A summary of the material terms of the Plan is in Schedule 4.

(b) Since the Plan was last adopted, as at the date of this Notice, the following Equity Securities have been issued under the Plan:

Issue date	Equity Security	Number of Equity Securities
20 November 2023	Performance Rights	39,600,000
20 November 2023	Performance Rights	119,175,000

(c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, Exception 13(b), following approval of Resolution 12 is 700,000,000.

(d) A voting exclusion statement is included in the Notice.

15.4 Additional information

Resolution 12 is an ordinary resolution.

In the interests of good governance, the Directors (who are all eligible to participate in the Plan) abstain from making a recommendation on Resolution 12.

16. Resolution 13 – Approval of potential termination benefits under the Plan

16.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provide certain limitations on the payment of “termination benefits” to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with 0.

For the avoidance of any doubt, the approval granted pursuant to this Resolution shall end upon the expiry of all Securities issued or to be issued under the Plan and regardless of whether the cap approved by Shareholders under and for the purposes of Listing Rule 7.2 Exception 13(b) (the subject of Resolution 12) expires, is exceeded or re-refreshed from time to time.

16.2 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 them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse and to vest if the participant ceases employment, engagement or office with the Company before the vesting of their Plan Securities. Examples of the circumstances when the Board may decide to exercise its discretion to permit some or all of the Plan Securities to vest include where a Participant becomes a leaver due to death, redundancy, permanent disability, mental incapacity or retirement. These examples are not exhaustive.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

(a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and

(b) Plan Securities at the time of their leaving.

16.3 Value of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

(a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and

(b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

Listing Rule 10.19 relevantly 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 interest of the entity, as set out in the latest accounts given to ASX under the Listing Rules.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

16.4 Board recommendation

0 is an ordinary resolution.

The Board declines to make a recommendation in relation to **0** due to their potential personal interests in the outcome of the Resolution.

17. Resolution 14 – Approval to issue Director Performance Rights

17.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue up to a total of 525,000,000 Director Performance Rights to the Directors (or their respective nominees) as follows:

Director	Director Performance Rights			TOTAL
	Tranche A	Tranche B	Tranche C	
Michael Povey *(Executive Chair)*	58,333,333	58,333,333	58,333,333	175,000,000
Kevin Lynn (*Non-Executive Director*)	58,333,333	58,333,333	58,333,333	175,000,000
Kylie Prendergast (*Non-Executive Director*)	58,333,333	58,333,333	58,333,333	175,000,000
TOTAL	**175,000,000**	**175,000,000**	**175,000,000**	**525,000,000**

The Director Performance Rights are to be issued under the Plan on the terms and conditions in Schedule 5. A summary of the material terms of the Plan is in Schedule 4. Resolution 14(a) to (c) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act for the issue of up to 525,000,000 Director Performance Rights to the Directors (or their respective nominees) under the Plan.

17.2 Background and rationale

Following a review of the Company's remuneration arrangements and securities incentive plan, an offer of performance incentive rights were proposed to the Board as a nil-cash, long term performance incentive.

The Board, in consultation with advisors, have developed a range of targeted objectives which will be linked to performance remuneration milestones for employees and Directors, in order to continue to incentivise long-term value creation for Shareholders.

Based on these Company objectives, the Company's Directors have approved the issue of the Director Performance Rights, with the following broad objectives:

(a) to encourage long-term retention of team skills and experience;

(b) reward long-term value creation for shareholders;

(c) benchmark remuneration to current market rate while preserving cash of the Company; and

(d) further align the interests of the Directors with Shareholders.

17.3 Vesting conditions

The vesting conditions of each tranche of the Director Performance Rights (as described below) are based on Share price targets, which are linked to expected revaluation and milestone events as the Company continues to explore and develop its exceptional exploration portfolio.

Subject to the terms and conditions summarised in Schedule 5, the Director Performance Rights will vest as follows:

Tranche	Vesting Conditions	Expiry Date
Tranche A	Share price above $0.002	5 years from issue date
Tranche B	Share price above $0.004	5 years from issue date
Tranche C	Share price above $0.006	5 years from issue date

17.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

(a) a director of the entity (Listing Rule 10.14.1);

(b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and

(c) a person whose relationship with the entity 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 shareholders.

The proposed issue of the Director Performance Rights falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if a Director elects for the Director Performance Rights to be issued to his nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Performance Rights as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

The effect of Shareholders passing Resolution 14(a) to (c) (inclusive) will be to allow the Company to issue the Director Performance Rights to the Directors (or their respective nominees).

If Resolution 14(a) to (c) (inclusive) is not passed, the Company will not be able to proceed with the issue of the Director Performance Rights, and the Company will have to consider alternative commercial means to incentivise its Directors.

Resolution 14(a) to (c) (inclusive) are not conditional on each other, and Shareholders may approve one or all of those Resolutions (in which case, the Director Performance Rights the subject of the relevant Resolution(s) will be issued), even though Shareholders have not approved all of these Resolutions.

17.5 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Performance Rights:

(a) The Director Performance Rights will be issued to the Directors (or their respective nominees).

(b) The Directors will fall into the category stipulated by Listing Rule 10.14.1 by virtue of each being a director of the Company. In the event the Director Performance Rights are issued to a nominee of a Director, that person will fall into the category stipulated by Listing Rule 10.14.2.

(c) An aggregate maximum of 525,000,000 Director Performance Rights will be issued to the Directors (or their respective nominees) in the proportions set out at Section 17.1 above.

(d) The current total annual remuneration packages for each of the Directors at the date of this Notice (not including the Director Performance Rights proposed to be issued) are set out below:

Director	Position	Salary and fees (excluding superannuation)
Michael Povey	Executive Chair	$225,000
Kevin Lynn	Non-Executive Director	$175,000

Kylie Prendergast	Non-Executive Director	$225,000

(e) The following Equity Securities have been issued under the Plan to the Directors (or their respective nominees):

Director	Securities	Date	Acquisition price
Kylie Prendergast	21,600,000 Performance Rights	4 December 2023	N/A

(f) The Director Performance Rights will be issued on the terms and conditions set out in Schedule 5.

(g) The Company has prepared an internal valuation of the Director Performance Rights based on the assumptions set out in Schedule 4, with a summary for each of the Directors below.

Director	Total Director Performance Rights	Valuation
Michael Povey	175,000,000	$88,265
Kevin Lynn	175,000,00	$88,265
Kylie Prendergast	175,000,000	$88,265
Total	**525,000,000**	**$264,794**

(h) The Company is issuing the Director Performance Rights as a cost effective, non-cash measure of compensating the Directors. The Board considers that Performance Rights, rather than Shares, are an appropriate form of incentive on the basis that:

(i) the Director Performance Rights are designed to attract, retain and reward the Directors for the achievement of share price growth and creation of Shareholder value for the Company. The issue of the Director Performance Rights will therefore further align the interests of the Directors with Shareholders;

(ii) Shareholders can readily ascertain and understand the vesting conditions which are required to be satisfied for the Director Performance Rights to vest and the number of Shares to which they relate (i.e. each Performance Right is a right to be issued one Share upon the satisfaction of the vesting conditions);

(iii) the Directors will only obtain the value of the Director Performance Rights and be able to exercise the Director Performance Rights into Shares upon satisfaction of the vesting conditions; and

(iv) the issue of Director Performance Rights instead of cash is a prudent means of rewarding and incentivising the Directors whilst conserving the Company's available cash reserves.

(i) The Director Performance Rights are intended to be issued to the Directors (or their respective nominees) as soon as practicable following the receipt of approval at the Meeting and in any event not later than three years after the Meeting.

(j) The Director Performance Rights will be issued for nil cash consideration and will be provided as an incentive component to the Directors' remuneration packages.

(k) A summary of the material terms of the Plan is in Schedule 4.

(l) No loan will be provided in relation to the issue of the Director Performance Rights.

(m) Details of any 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.

(n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 14(a) to (c) (inclusive) are approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.

(o) A voting exclusion statement is included in the Notice.

17.6 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act prohibits the 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 14(a) to (c) (inclusive) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Director Performance Rights to the Directors to Shareholders to resolve upon.

17.7 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 sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Performance Rights constitutes giving a financial benefit to related parties of the Company.

Given the personal interests of all the Directors in the outcome of Resolution 14(a) to (c) (inclusive), the Board is seeking Shareholder approval pursuant to Chapter 2E of the

Corporations Act in respect of the issue of the Director Performance Rights.

17.8 Information required under Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Director Performance Rights:

(a) **Identity of the related parties to whom Resolution 14(a) to (c) permits financial benefits to be given**

Refer to Section 17.1 above.

(b) **Nature of the financial benefit**

Resolution 14(a) to (c) (inclusive) seek Shareholder approval to allow the Company to issue the Director Performance Rights in the amounts specified in Section 17.1 to the Directors (or their respective nominee/s).

The Director Performance Rights are to be issued in accordance with the Plan and otherwise on the terms and conditions as detailed in Schedule 5.

The Shares to be issued upon conversion of the Director Performance Rights will be fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Board recommendation**

Given the personal interests of the Directors in the outcome of these Resolutions, the Board declines to make a recommendation to Shareholders in relation to Resolution 14(a) to (c) (inclusive).

(d) **Valuation of financial benefit**

Refer to Section 17.5(g).

(e) **Remuneration of the Directors**

Refer to Section 17.5(d).

(f) **Existing relevant interests of the Directors**

As at the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Performance Rights	Options
Michael Povey	886,904,243	Nil	76,057,779(1)
Kevin Lynn	50,000,000	Nil	25,000,000(1)
Kylie Prendergast	32,500,000	21,600,000	17,400,000(2)

Note:

1. Options exercisable at $0.002 each on or before 10 September 2027.

2. Comprising:
   (a) 800,000 Options exercisable at $0.036, 800,000 Options exercisable at $0.063 and 800,000 Options exercisable at $0.081 on or before 20 December 2025; and
   (b) 15,000,000 Options exercisable at $0.002 each on or before 10 September 2027.

Assuming that Resolution 14(a) to (c) (inclusive) are approved by Shareholders, all of the Director Performance Rights are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised (including any existing Options and Performance Rights held by the Directors as at the date of this Notice), the interests of each of the Directors in the Company would (based on 5,346,290,525 Shares on issue as at the date of this Notice) be as follows:

Director	Interest in the Share capital of the Company
Michael Povey	18.09%
Kevin Lynn	3.83%
Kylie Prendergast	3.53%

(g) **Dilution**

The issue of the Director Performance Rights will have a diluting effect on the percentage interest of existing Shareholders' holding if the Director Performance Rights vest and are exercised. The potential dilution if all Director Performance Rights vest and are exercised into Shares is 8.94%, being

(i) 2.98% in respect of Director Performance Rights issued to Michael Povey;

(ii) 2.98% in respect of Director Performance Rights issued to Kevin Lynn; and

(iii) 2.98% in respect of Director Performance Rights issued to Kylie Prendergast.

These figures assume the current Share capital structure as at the date of this Notice and that no Shares are issued other than the Shares issued on exercise of the Director Performance Rights.

The exercise of all the Director Performance Rights will result in a total dilution of all other Shareholders' holdings of 7.52% on a fully diluted basis (assuming that all other Options and Performance Rights are exercised and converted to Shares), being:

(iv) 2.51% in respect of Director Performance Rights issued to Michael Povey;

(v) 2.51% in respect of Director Performance Rights issued to Kevin Lynn;

(vi) 2.51% in respect of Director Performance Rights issued to Kylie Prendergast.

The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Trading History**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: $0.004 per Share on various dates in October 2024; and

Lowest: $0.001 per Share on various dates.

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was $0.001 per Share on 9 October 2025.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Director Performance Rights (including fringe tax benefits).

(j) **Corporate governance**

Michael Povey is an executive director of the Company and therefore the Board (other than Mr Povey) believe that the grant of those Director Performance Rights to Mr Povey is in line with Recommendation 8.2 of the Recommendations.

The Board acknowledges that the proposed grant of the Director Performance Rights to Kylie Prendergast and Kevin Lynn is contrary to the guidelines in Box 8.2 of the Recommendations, which provides that non-executive directors should not receive performance-based remuneration as it may lead to bias in their decision-making and compromise their objectivity. However, it is considered reasonable in the circumstances, and typical for a company the size of Helix Resources Limited, to offer these Director Performance Rights to Kylie Prendergast and Kevin Lynn for the reasons set out in Sections 17.2 and 17.5(h).

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 14(a) to (c) (inclusive).

17.9 Additional information

Resolution 14(a) to (c) (inclusive) are separate ordinary resolutions.

Schedule 1 Definitions

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

10% Placement Facility	has the meaning given in Section 8.1.
10% Placement Period	has the meaning given in section 8.2(f).
10-Day VWAP	has the meaning given in Section 17.3.
$ or A$	means Australian Dollars.
Acta Placement	has the meaning given in Section 9.1.
Acta Placement Shares	has the meaning given in Section 9.1.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Annual Report	means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2025.
ASIC	means the Australian Securities and Investments Commission.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor’s Report	means the auditor’s report contained in the Annual Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Helix Resources Limited (ACN 009 138 738).
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Deadline Date	has the meaning given in Section 14.2(b).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.

Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Leaver	has the meaning given under the Plan.
Mahe Capital	means Mahe Capital Pty Ltd (ACN 634 087 684).
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.
Minimum Issue Price	has the meaning given in Section 8.2(e).
Notice	means this notice of annual general meeting.
Offers	means, collectively, the Entitlement Offer, Shortfall Offer, Underwriter Offer and Placement Offer, and **Offer** means any one of those Offers, as applicable.
Official List	means the official list of the ASX.
Option	means a right, subject to certain terms and conditions, to acquire a Share.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Placement Offer	has the meaning given to that term in the Prospectus.
Plan	has the meaning given in Section 15.1.
Plan Securities	has the meaning given in Section 16.1.
Prospectus	means the Company’s prospectus dated 11 August 2025.
Proxy Form	means the proxy form attached to the Notice.

PT Bid	has the meaning given in Section 14.2(a).
PTBA Provisions	has the meaning given in Section 14.1.
Quoted Options	means the quoted Options issued in connection with the Offers, exercisable at $0.002 each on or before 10 September 2027 and otherwise subject to the terms and conditions in Schedule 2.
Remuneration Report	means the remuneration report contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Rule	means a rule of the Constitution.
September Placement	has the meaning given in Section 10.1.
September Placement Securities	has the meaning given in Section 10.1.
September Placement Shares	has the meaning given in Section 10.1.
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.
Shortfall Offer	means the shortfall offer made under the Prospectus.
Strike	has the meaning given in Section 4.1.
Underwriting Agreement	has the meaning given in Section 11.2.
Underwriter Offer	means the Underwriter Offer made under the Prospectus.
Underwriting Options	has the meaning given in Section 11.1.
Underwritten Amount	means $500,000.
Variable A	has the meaning given in Section 8.3(d).
VWAP	means volume weighted average price.

Schedule 2 Terms and Conditions of Quoted Options

The terms and conditions of the Quoted Options (referred to in this Schedule 2 as **Options**) are as follows:

(a) (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) (**Exercise Price**): The Options have an exercise price of $0.002 per Option (**Exercise Price**).

(c) (**Expiry Date**): The Options expire at 5.00pm (AWST) on 10 September 2027. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) (**Exercise Period**): The Options are exercisable at any time and from time to time on or prior to the Expiry Date.

(e) (**Quotation of the Options**): It is the Company's current intention to seek quotation of the Options. There is no certainty that quotation of the Options will be granted. The quotation of the Options will be subject to the Company offering the Options under a prospectus prepared in accordance with Chapter 6D of the Corporations Act and lodged with ASIC and satisfying the quotation conditions set out in the Listing Rules.

(f) (**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 100,000 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**).

(g) (**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) 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.

(h) (**Transferability**): The Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws and paragraph (i) below.

(i) (**Restrictions on transfer of Shares**): If the Company is required but unable to give ASX a notice under paragraph (g)(ii), 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.

(j) (**Shares issued on exercise**): Shares issued on exercise of the Options will rank equally with the then Shares of the Company.

(k) (**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.

(l) (**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.

(m) (**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.

(n) (**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).

(o) (**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.

(p) (**Takeovers prohibition**):

 (i) 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

 (ii) 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.

(q) (**No other rights**): An Option 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.

Schedule 3 Clause 36 of the Constitution (Partial Takeover Plebiscites)

36. Partial Takeover Plebiscites

36.1 Resolution to Approve Proportional Off-Market Bid

(a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("bid class securities"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 36 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.

(b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.

(c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.

(d) A prescribed resolution that has been voted on is to taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

36.2 Meetings

(a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 36.2 as if the last mentioned meeting was a general meeting of the Company.

(b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 36 before the 14th day before the last day of the bid period for the proportional off-market bid (the "resolution deadline").

36.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 36 before the resolution deadline, the Company is, on or before the resolution deadline:

(a) to give the bidder; and

(b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company; a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

36.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 36, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 36, deemed to have been passed in accordance with this clause 36.

36.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 36 before the resolution deadline, and is rejected, then:

(a) despite section 652A of the Corporations Act:

(i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and

(ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline, are deemed to be withdrawn at the end of the resolution deadline;

(b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 36.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;

(c) the bidder:

(i) is entitled to rescind; and

(ii) must rescind as soon as practicable after the resolution deadline, each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and

(d) a person who has accepted an offer made under the proportional off market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

36.6 Renewal

This clause 36 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 36.

Schedule 4 Summary of material terms of Plan

The following is a summary of the material terms and conditions of the Plan:

1. (**Eligible Participant**): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

   (a) an employee or director of the Company or an individual who provides services to the Company;

   (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

   (c) a prospective person to whom paragraphs (a) or (b) apply;

   (d) a person prescribed by the relevant regulations for such purposes; or

   (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. (**Maximum allocation**) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

   (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus

   (b) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3-year period,

   would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

   The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

   The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

3. (**Purpose**): The purpose of the Plan is to:

   (a) assist in the reward, retention and motivation of Eligible Participants;

   (b) link the reward of Eligible Participants to Shareholder value creation; and

   (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to

Eligible Participants to receive an equity interest in the Company in the form of Securities.

4. (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

   On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7. (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

   Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

   At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of

Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, and no later than five (5) business days after exercise, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

    Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

    Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

    (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

    (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. (**Disposal restrictions on Securities**): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

15. (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of

such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

17. (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

    No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

    If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Schedule 5 Terms and conditions of Director Performance Rights

The following terms and conditions apply to each of the Director Performance Rights:

(a) (**Entitlement**): Subject to the terms and conditions set out below, each Director Performance Right, once vested, entitles the holder to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

(b) (**Issue Price**): The Director Performance Rights are issued for nil cash consideration.

(c) (**Vesting Conditions**): Subject to the terms and conditions set out below, the Director Performance Rights will have the vesting conditions (**Vesting Condition**) specified below:

Tranche	Vesting Conditions
Tranche A	Share price above \$0.002
Tranche B	Share price above \$0.004
Tranche C	Share price above \$0.006

(d) (**Vesting**): Subject to the satisfaction of the relevant Vesting Condition, the Company will notify the Holder in writing (**Vesting Notice**) that a Vesting Condition has been satisfied.

(e) (**Expiry Date**): The Director Performance Rights will expire and lapse on the first to occur of the following:

(i) the relevant Vesting Conditions becoming incapable of satisfaction as determined by the Board in its discretion; and

(ii) 5.00pm (AEST) on the date which is 5 years after the date of issue of the Director Performance Rights,

(**Expiry Date**).

(f) (**Exercise**): At any time between receipt of a Vesting Notice and the Expiry Date (as defined in clause (e) above), the holder may apply to exercise Director Performance Rights, by delivering a signed notice of exercise to the Company Secretary. The holder is not required to pay a fee to exercise the Director Performance Rights.

(g) (**Issue of Shares**): As soon as practicable after the valid exercise of a vested Director Performance Right and no later than five (5) business days after exercise, the Company will:

(i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;

(ii) issue a substitute Certificate for any remaining unexercised Director Performance Rights held by the holder;

(iii) if required, and subject to clause (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

(h) (**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 Director 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.

(i) (**Ranking**): All Shares issued upon the conversion of Director Performance Rights will upon issue rank equally in all respects with other Shares.

(j) (**Transferability of the Director Performance Rights**): The Director Performance Rights are not transferable, except in exceptional circumstances under the Plan.

(k) (**Leaver**): Where the holder ceases to be an Eligible Participant (as defined in the Plan) all unvested Director Performance Rights will be dealt with in accordance with the terms of the Plan, whereby the Board will determine to either permit some or all of the Director Performance Rights to vest or determine that the unvested Director Performance Rights be forfeited by the holder. The Board may elect to accelerate the vesting of a Leaver's performance rights in accordance with the Plan without further amendments to the terms of the Director Performance Rights.

(l) (**Change of Control**): If a Change of Control Event occurs (as defined in the Plan), or the Board determines that such an event is likely to occur, any unvested Director Performance Rights will automatically vest.

(m) (**Dividend rights**): A Director Performance Right does not entitle the holder to any dividends.

(n) (**Voting rights**): A Director 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.

(o) (**Quotation of the Director Performance Rights**): The Company will not apply for quotation of the Director Performance Rights on any securities exchange.

(p) (**Adjustments for reorganisation**): If there is any reorganisation of the issued share capital of the Company, the rights of the Director Performance Rights holder will be varied in accordance with the Listing Rules. Subject to compliance with the Listing Rules, any share price vesting milestone will be adjusted to the same proportion as the number of the underlying rights.

(q) (**Entitlements and bonus issues**): Subject to the rights under clause (r), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

(r) (**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 Director Performance Right will be increased by the number of Shares which the holder would have received if the holder had exercised the Director Performance Right before the record date for the bonus issue.

(s) (**Return of capital rights**): The Director Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(t) (**Rights on winding up**): The Director Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

(u) (**Takeovers prohibition**):

(i) the issue of Shares on exercise of the Director Performance Rights 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

(ii) 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 Director Performance Rights.

(v) (**No other rights**): A Director 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.

(w) (**Amendments required by ASX**): The terms of the Director 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.

(x) (**Plan**): The Director Performance Rights are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.

(y) (**Constitution**): Upon the issue of the Shares on exercise of the Director Performance Rights, the holder will be bound by the Company's Constitution.

Schedule 6 Independent Valuation of Director Performance Rights

The Director Performance Rights to be issued pursuant to Resolution 14(a) to (c) have been valued by internal management. Using the Black Scholes Method for performance rights given share price hurdles, and based on the assumptions set out below, the Director Performance Rights were ascribed the following value:

Assumptions	Tranche A	Tranche B	Tranche C
Deemed grant date	30 November 2025	30 November 2025	30 November 2025
Market price of Shares	$0.001	$0.001	$0.001
Vesting hurdle (volume weighted average price over 10 consecutive trading days)	$0.02	$0.004	$0.006
Vesting deadline (three years from issue date)	30 November 2027	30 November 2027	30 November 2027
Expiry date (length of time from issue)	5 years	5 years	5 years
Risk free interest rate	3.5%	3.5%	3.5%
Volatility	120%	120%	120%
Valuation per Performance Right	**$0.0006**	**$0.0005**	**$0.0004**

Director	Tranche A		Tranche B		Tranche C		TOTAL	
	Number	Valuation	Number	Valuation	Number	Valuation	Number	Valuation
Michel Povey (Resolution 14(a))	58,333,333	**$35,467**	58,333,333	**$28,470**	58,333,333	**$24,327**	175,000,000	**$88,265**
Kevin Lynn (Resolution 14(b))	58,333,333	**$35,467**	58,333,333	**$28,470**	58,333,333	**$24,327**	175,000,000	**$88,265**
Kylie Prendergast (Resolution 14(c))	58,333,333	**$35,467**	58,333,333	**$28,470**	58,333,333	**$24,327**	175,000,000	**$88,265**
TOTAL	175,000,000	**$141,868.36**	175,000,000	**$113,880.98**	175,000,000	**$97,308.81**	525,000,000	**$353,058.14**

Helix Resources Limited | ABN 27 009 138 738

Proxy Voting Form

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

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

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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

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 Helix Resources Limited, to be held at **9:00am (AWST) on Wednesday, 19 November 2025 at the offices of Argus Corporate Partners, Level 4, 225 St Georges Terrace, Perth WA 6000** 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
Subject to the following, 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, 12, 13, 14a, 14b and 14c (except where I/we have indicated a different voting intention below) even though Resolutions 1, 12, 13, 14a, 14b and 14c are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act 2001 (Cth), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

AUTOMIC

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STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	Remuneration Report			
2	Election of Director – Michael Povey			
3	Election of Director – Kevin Lynn			
4	Re-election of Director – Kylie Prendergast			
5	Approval of 10% Placement Facility			
6	Ratification of issue of Acta Placement Shares			
7	Ratification of issue of September Placement Securities			
8	Ratification of issue of Underwriter Options			
9	Approval to issue Lead Manager Options			
10	Approval to issue Placement Shares			
11	Re-insertion of Proportional Takeover Bid Approval Provisions			
12	Re-approval of Employee Securities Incentive Plan			
13	Approval of potential termination benefits under the Plan			
14a	Approval to issue up to 175,000,000 Director Performance Rights to Mr Michael Povey			
14b	Approval to issue up to 175,000,000 Director Performance Rights to Mr Kevin Lynn			
14c	Approval to issue up to 175,000,000 Director Performance Rights to Dr Kylie Prendergast			

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.

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).