LinQ Minerals Limited
ACN 665 642 820

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at BDO Audit Pty Ltd, Level 9, Mia Yellagonga Tower, 5 Spring Street, Perth WA 6000 on Monday 30 March 2026 at 12:00pm (WST).

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 a suitably qualified professional 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 6158 9990.

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice

LinQ Minerals Limited

ACN 665 642 820
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of LinQ Minerals Limited in relation to the financial year ended 30 June 2025 will be held at BDO Audit Pty Ltd, Level 9, Mia Yellagonga Tower, 5 Spring Street, Perth WA 6000 on Monday 30 March 2026 at 12:00 pm (**WST**) (**Meeting**).

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

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.

2 Resolutions

Resolution 1: Remuneration Report

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

> *"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."*

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

Resolution 2: Election of Director – Geoffrey Jones

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

> *'That, for the purposes of Clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Geoffrey Jones, a Director who was appointed on 15 January 2025, retires, and being eligible, is elected as a Director'.*

Resolution 3: Election of Director – Evan Kirby

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

> *'That, for the purposes of Clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Evan Kirby, a Director who was appointed on 15 January 2025, retires, and being eligible, is elected as a Director'.*

Resolution 4: Election of Director – John Holliday

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

> *'That, for the purposes of Clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, John Holliday, a Director who was appointed on 27 October 2025, retires, and being eligible, is elected as a Director'.*

Resolution 5: Appointment of Auditor at First AGM

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

> *"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the meeting."*

Resolution 6: Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1

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

> *'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,362,652 Tranche 1 Placement Shares (**T1 Shares**) issued by the Company using its placement capacity under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum'.*

Resolution 7: Approval of Tranche 1 Placement Options

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

> *'That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 13,181,334 Tranche 1 Placement Options (**T1 Options**) on the terms and conditions set out in the Explanatory Memorandum.'*

Resolution 8: Approval of Tranche 2 Placement Shares and Options

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

> *'That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,454,546 Tranche 2 Placement Shares (**T2 Shares**) and issue up to 727,273 Tranche 2 Placement Options (**T2 Options**) on the terms and conditions set out in the Explanatory Memorandum.'*

Resolution 9: Participation of Director in Tranche 2 Placement

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

> *'That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 181,818 T2 Shares and 90,909 T2 Options to Mr John Holliday (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'*

Resolution 10: Approval of 10% Placement Facility

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

> *'That the Company have the additional capacity to issue Equity Securities provided for in Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.'*

Resolutions 11(a) and 11(b): Approval to issue STI Rights to Executive Directors (or their nominees) under the Company's Incentive Plan

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

> *"That for the purposes of Listing Rule 10.14, section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue:*
>
> *(a) 340,482 STI Rights to Director Clive Donner (or his permitted nominee); and*
>
> *(b) 302,651 STI Rights to Director Harrison Donner (or his permitted nominee),*
>
> *on the terms and conditions set out in the Explanatory Memorandum."*

Resolutions 12(a) and 12(b): Approval of Potential Termination Benefits in relation to Executive Director STI Rights

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

> *"That, for the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the potential termination benefits to be given, provided or paid to:*
>
> *(a) Director Clive Donner (or his permitted nominee); and*
>
> *(b) Director Harrison Donner (or his permitted nominee),*

in relation to the STI Rights the subject of Resolutions 11(a) and (b) on the terms and conditions set out in the Explanatory Memorandum."

Resolutions 13(a) to 13(e): Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

"That for the purposes of Listing Rule 10.14, sections 195(4) and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to issue:

(a) 1,669,655 LTI Options to Director Clive Donner (or his permitted nominee);

(b) 1,484,138 LTI Options to Director Harrison Donner (or his permitted nominee);

(c) 397,537 LTI Options to Director John Holliday (or his permitted nominee);

(d) 397,537 LTI Options to Director Geoffrey Jones (or his permitted nominee);

(e) 397,537 LTI Options to Director Evan Kirby (or his permitted nominee);

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

Resolutions 14(a) to 14(e) – Approval of potential termination benefits in relation to Director LTI Options

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

"That, for the purposes of ASX Listing Rule 10.19 and sections 195(4), 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the potential termination benefits to be given, provided or paid to:

(a) Director Clive Donner (or his permitted nominee);

(b) Director Harrison Donner (or his permitted nominee);

(c) Director John Holliday (or his permitted nominee);

(d) Director Geoffrey Jones (or his permitted nominee);

(e) Director Evan Kirby (or his permitted nominee),

in relation to the LTI Options the subject of Resolutions 13(a) to (e) on the terms and conditions set out in the Explanatory Memorandum".

Voting exclusions

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

(a) Resolution 6 by or on behalf of a person who participated in the Tranche 1 Placement or any associate of that person or those persons;

(b) Resolution 7 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed Tranche 1 Placement (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of that person or those persons;

(c) Resolution 8 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the Tranche 2 Placement (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of that person or those persons;

(d) Resolution 9 by or on behalf of Mr John Holliday (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of that person or persons;

(e) Resolution 10 if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, 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 associate of that person or persons;

(f) Resolutions 11(a) and 11(b) by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any associate of that person or persons;

(g) Resolutions 12(a) and 12(b) by or on behalf of Directors Clive Donner and Harrison Donner (or their nominees) or any associate of that person or persons;

(h) Resolutions 13(a) to 13(e) by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any associates of that person or persons; and

(i) Resolutions 14(a) to 14(e) by or on behalf of Directors Clive Donner, Harrison Donner, John Holliday, Geoffrey Jones and Evan Kirby (or their nominee) or any associate of that person or persons.

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

(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.

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 whose remuneration details 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 Resolution 1, 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.

Resolutions 11(a) and 11(b):

Direct Voting – Sections 224(1) and (2) of the Corporations Act provide that a vote may not be cast (in any capacity) by or on behalf of the related party to whom the resolution would permit a financial benefit to be given (or an associate of that person) other than a vote cast as proxy by a person in writing that specifies how the proxy is to vote on the proposed resolution and which is not cast on behalf of the relevant related party (or an associate of that person).

Resolutions 11(a), 11(b), 12(a) and 12(b)

Proxy Voting – A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

    (i) a member of the Key Management Personnel; or

    (ii) a Closely Related Party of such a member; and

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

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

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

Resolutions 13(a) to 13(e):

Direct Voting – Sections 224(1) and (2) of the Corporations Act provide that a vote may not be cast (in any capacity) by or on behalf of the related party to whom the resolution would permit a financial benefit to be given (or an associate of that person) other than a vote cast as proxy by a person in writing that specifies how the proxy is to vote on the proposed resolution and which is not cast on behalf of the relevant related party (or an associate of that person).

Proxy Voting – A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

    (i) a member of the Key Management Personnel; or

    (ii) a Closely Related Party of such a member; and

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

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

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

Resolutions 14(a) to 14(e):

Proxy Voting – A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

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

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

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

BY ORDER OF THE BOARD

KGaric

Kyla Garic
Company Secretary
LinQ Minerals Limited
Dated: 27 February 2026

LinQ Minerals Limited
ACN 665 642 820
(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 BDO, Level 9, 5 Spring Street, Perth WA 6000 on Monday 30 March 2026 at 12:00 pm (WST).

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

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

Section 2	Voting and attendance information
Section 3	Annual Report
Section 4	Resolution 1: Remuneration Report
Section 5	Resolution 2: Election of Director – Geoffrey Jones
Section 6	Resolution 3: Election of Director – Evan Kirby
Section 7	Resolution 4: Election of Director – John Holliday
Section 8	Resolution 5: Appointment of Auditor at First AGM
Section 9	Resolution 6: Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1
Section 10	Resolution 7: Approval of Tranche 1 Placement Options
Section 11	Resolution 8: Approval of Tranche 2 Placement Shares and Options
Section 12	Resolution 9: Participation of Director in Tranche 2 Placement
Section 13	Resolution 10: Approval of 10% Placement Facility
Section 14	Resolutions 11(a) and 11(b): Approval to issue STI Rights to Executive Directors (or their nominees) under the Company's Incentive Plan
Section 15	Resolutions 12(a) and 12(b): Approval of potential termination benefits in relation to Executive Director STI Rights
Section 16	Resolutions 13(a) to 13(e): Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan

Section 17	Resolutions 14(a) to 14(e): Approval of potential termination benefits in relation to Director LTI Options.
Schedule 1	Definitions
Schedule 2	Nomination of Auditor Letter
Schedule 3	Terms and Conditions of Attaching Options
Schedule 4	Summary of Incentive Awards Plan
Schedule 5	Key Terms of STI Rights
Schedule 6	Valuation of STI Rights
Schedule 7	Key Terms of LTI Options
Schedule 8	Valuation of LTI Options

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

2 Voting and attendance information

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

2.1 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

In Person:	Automic. Level 5, 126 Phillip Street, Sydney NSW 2000
Online:	Lodge your vote online at https://investor.automic.com.au/#/loginsah
By mail:	Automic. GPO Box 5193, Sydney NSW 2001
By fax:	+61 2 8583 3040
By email:	meetings@automicgroup.com.au
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts

2.2 Chair's voting intentions

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

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions 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 if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

2.3 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@linqminerals.com by 5pm on 28 March 2026.

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 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). Please note it may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting.

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 on LinQ Mineral’s website at the following address: https://linqminerals.com/investors/financial-statements/;

(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.

4 Resolution 1: Remuneration Report

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 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.

This Meeting is the Company's first annual general meeting. Accordingly, the Company has not previously put a remuneration report to shareholders and the "two strikes" rule does not apply at this time. If the Remuneration Report receives a Strike at this Meeting, shareholders should be aware that this may result in a requirement for the re-election of the Board if a second Strike is received at the Company's 2026 annual general meeting.

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

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

5 Resolution 2: Election of Director – Geoffrey Jones

5.1 General

Clause 14.4 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

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

Geoffrey Jones, appointed to the Board as a Director on 15 January 2025, will retire in accordance with clause 14.4 of the Constitution and ASX Listing Rule 14.4 at the Meeting and, being eligible seeks election.

If elected, Geoffrey Jones is considered to be an Independent Director.

5.2 Geoffrey Jones

Mr Jones is an internationally recognised project developer in the mining industry, with a global career spanning more than 35 years. He has been involved in the evaluation and development of major projects across a diverse range of commodities (including Copper and Gold) both in Australia and overseas.

Mr Jones was previously the Managing Director of GR Engineering Services Limited, a specialist EPC Engineer and Constructor to the resource sector. Prior experience included Baulderstone Hornibrook, John Holland, Minproc Engineers and Signet Engineering before serving as Group Development Manager for Resolute Mining Limited.

5.3 Board recommendation

Resolution 2 is an ordinary resolution.

The Board (other than Geoffrey Jones) recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3: Election of Director – Evan Kirby

6.1 General

As outlined in section 5.1, Clause 14.4 of the Constitution and Listing Rule 14.4 require any Director appointed casually during the year to seek election at the next annual general meeting. Evan Kirby was appointed on 15 January 2025 and, for the reasons outlined above, retires at this Meeting and being eligible seeks election pursuant to Resolution 3.

If elected, Evan Kirby is considered to be an Independent Director.

6.2 Evan Kirby

Dr Kirby has over 40 years' experience in the mining sector at senior level, covering the development of a wide range of mining and processing projects. He has held senior positions with operating and engineering companies including Minproc Engineering and Bechtel Corporation and is familiar with porphyry copper gold projects both in Australia and overseas.

Dr Kirby's involvement has included the detailed financial modelling of all aspects of mine development and operations. Of particular relevance, Dr Kirby was the Bechtel study manager for the development of a life of mine operating cost and production budget for Newcrest's Cadia Mine during the time when plant commissioning was in progress.

6.3 Board recommendation

Resolution 3 is an ordinary resolution.

The Board (other than Evan Kirby) recommends that Shareholders vote in favour of Resolution 3.

7 Resolution 4: Election of Director – John Holliday

7.1 General

Please see section 5.1 for a summary of Clause 14.4 of the Constitution and Listing Rule 14.4.

John Holliday, appointed to the Board as a Director on 27 October 2025, will retire in accordance with Clause 14.4 of the Constitution and ASX Listing Rule 14.4 at the Meeting and, being eligible seeks election.

If elected, John Holliday is considered to be an Independent Director.

7.2 John Holliday

Mr Holliday has over 45 years' experience in metals exploration with a strong track record of success in global gold-copper deposit exploration, discovery and evaluation. He was a principal discoverer and the first site manager of the Cadia gold-copper porphyry deposits in NSW. His team also discovered the Marsden copper-gold porphyry deposit in NSW.

During Mr Holliday's 28 year career with BHP Minerals and Newcrest Mining where he held senior management positions, he was a principal geological advisor on the evaluation of many significant gold and copper projects globally which included Namosi, Fiji, Wafi-Golpu, PNG and Red Chris, BC, Canada.

7.3 Board recommendation

Resolution 4 is an ordinary resolution.

The Board (other than John Holliday) recommends that Shareholders vote in favour of Resolution 4.

8 Resolution 5: Appointment of Auditor at First AGM

8.1 Background

The Directors of a public company must appoint an auditor within one month of registration. The Directors have appointed BDO Audit Pty Ltd as the Company's auditor.

The auditor of a public company so appointed within one month of registration holds office until the first annual general meeting of the Company. The auditor must be re-appointed at the first annual general meeting so that they may continue to act as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nominated from a shareholder for BDO Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Schedule 2.

BDO Audit Pty Ltd has given its written consent to act as the Company's auditor subject to shareholder approval of this resolution.

If this resolution is passed, the appointment of BDO Audit Pty Ltd as the Company's auditor will take effect at the close of this Meeting.

8.2 Additional Information

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

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

9 Resolution 6: Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1

9.1 Background

On 27 January 2026, the Company announced it had received firm commitments for a $15.4 million placement, through the issue of approximately 28 million Shares at $0.55 per Share (**Placement Shares**) with one (1) free attaching Option for every two (2) Placement Shares subscribed for, expiring 2 years from the date of issue at an exercise price of $0.78 (**Attaching Options**) (together with the Placement Shares, the **Placement**).

Tranche 1 of the Placement, comprising 26,362,652 Placement Shares was completed on 2 February 2026 using the Company's existing Listing Rule 7.1 placement capacity (**T1 Shares**) (**Tranche 1 Placement**).

The issue of 13,181,334 Attaching Options to participants in the Tranche 1 Placement is subject to Shareholder approval and is being sought under Resolution 7.

Completion of Tranche 2 of the Placement, through the issue of up to a further 1,636,364 Placement Shares at an issue price of $0.55 per Share (**T2 Shares**), and the issue of up to a further 818,182 Attaching Options (**T2 Options**) in respect of the T2 Shares, is subject to Shareholder approval and is being sought under Resolution 8 (in respect of unrelated investors) and under Resolution 9 in respect of Director John Holliday's participation in Tranche 2 of the Placement.

Funds raised from the Placement are intended to be utilised by the Company primarily to fund exploration activities across the Gilmore Gold-Copper Project, including extensional drilling, resource drilling and high value target drilling.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 26,362,652 T1 Shares issued under Listing Rule 7.1.

9.2 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 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 26,362,652 T1 Shares did not fit within any of the exceptions and, as it has not yet been approved by the Company's shareholders, it has effectively used up all of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made pursuant to Listing Rule 7.1. If they do so, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder approval, for the purposes of Listing Rule 7.4, to ratify the issue of 26,362,652 T1 Shares issued using the Company's placement capacity under ASX Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the T1 Shares will be excluded in calculating the Company's 15% placement capacity under 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, the T1 Shares will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

9.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the T1 Shares:

(a) the T1 Shares were issued to institutional, sophisticated and professional investors. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the issues were:

  (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

  (ii) issued more than 1% of the issued capital in the Company;

(b) a total of 26,362,652 T1 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) the T1 Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the T1 Shares were issued on 2 February 2026;

(e) the issue price was $0.55 per T1 Share, raising approximately $14.5 million (before costs);

(f) the funds raised from this issue were and are being used for funding exploration activities across the Gilmore Gold-Copper Project, including extensional drilling, resource drilling and high value target drilling. As at the date of this Notice, the Company has not spent any of the funds raised from Tranche 1 of the Placement; and

(g) the T1 Shares were not issued under an Agreement.

9.5 Board recommendation

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

10 Resolution 7: Approval of Tranche 1 Placement Options

10.1 Background

The Company is seeking Shareholder approval for the issue of 13,181,334 Attaching Options associated to Tranche 1 of the Placement (**T1 Options**). The T1 Options are free Attaching Options to the T1 Shares, to be issued on the basis of one (1) free Attaching Option for every two (2) T1 Shares subscribed for (see Section 9.1 for further details of the Placement). The T1 Options will be exercisable at $0.78 each, expiring two years from the date of issue and otherwise on the terms and conditions set out in Schedule 3.

10.2 Listing Rule 7.1

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

The proposed issue of T1 Options does not fit within any of the exceptions. Whilst the proposed issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that Listing Rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this the Company is asking Shareholders to approve the proposed issue of T1 Options under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval for the proposed issue of the T1 Options for the purpose of Listing Rule 7.1.

10.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the proposed issue of T1 Options can proceed without using any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1 and, if all T1 Options are exercised, the Company's cash position will increase by approximately $10.28 million. The issue of the Shares upon conversion of the T1 Options to be granted will dilute existing Shareholders by approximately 6% (assuming no further Shares are issued).

If Resolution 7 is not passed, the proposed issue of Options can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

10.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the T1 Options:

(a) the T1 Options will be issued to institutional, sophisticated and professional investors. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the issuees are:

   (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

   (ii) issued more than 1% of the issued capital of the Company;

(b) the number of T1 Options that will be issued is up to 13,181,334 Options and the T1 Options issued will be on the terms and conditions set out in Schedule 3;

(c) the T1 Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;

(d) the T1 Options will be issued for nil consideration, as free-attaching options to the T1 Shares;

(e) a summary of the intended use of funds raised from the Placement is in Section 9.4(f); and

(f) the T1 Options will not be issued pursuant to an agreement.

10.5 Board recommendation

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

11 Resolution 8: Approval of Tranche 2 Placement Shares and Options

11.1 General

The background to the Placement is set out in Section 9.1 above.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for Tranche 2 of the Placement (excluding participation by Director John Holliday) comprising of up to 1,454,546 Tranche 2 Placement Shares at an issue price of $0.55 per Share (**T2 Shares**), together with one (1) free Attaching Option for every two (2) T2 Shares subscribed for and issued (**T2 Options**). The Attaching Options will be exercisable at $0.78 each and expire two years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 3.

Under Resolution 8, Shareholder approval is being sought to issue up to 1,454,546 T2 Shares at $0.55 per Share to raise up to approximately $0.80 million as part of Tranche 2 of the Placement (**Tranche 2 Placement Securities**).

11.2 Listing Rule 7.1

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

The proposed issue of Tranche 2 Placement Securities does not fit within any of the exceptions. Whilst the proposed issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that Listing Rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this the Company is asking Shareholders to approve the proposed issue of Tranche 2 Placement Securities under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing securities without Shareholder approval set out in Listing Rule 7.1.

11.3 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the proposed issue of the Tranche 2 Placement Securities which will enable the Company to raise up to $15.4 million. In addition, the Tranche 2 Placement Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the T2 Shares and the Company will not be able to access the funds that were to be raised under the T2 Share issue.

To this end, Resolution 8 seeks Shareholder approval for the proposed issue of the Tranche 2 Placement Securities for the purpose of Listing Rule 7.3.

11.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Placement Securities:

(a) the Tranche 2 Placement Securities will be issued to institutional, sophisticated and professional investors. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the issues are:

  (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

  (ii) issued more than 1% of the issued capital of the Company;

(b) the number of Securities that will be issued is up to 1,454,546 T2 Shares and up to 727,273 T2 Options;

(c) the T2 Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the T2 Options to be granted will be granted on the terms and conditions set out in Schedule 3;

(e) the Tranche 2 Placement Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Placement Securities will occur on the same date;

(f) the issue price will be $0.55 per T2 Share and nil per T2 Option. The Options are being granted on a one (1) for two (2) basis and are free attaching to the T2 Shares;

(g) a summary of the intended use of funds raised from the Placement is in Section 9.4(f); and

(h) the Tranche 2 Placement Securities will not be issued pursuant to an agreement.

11.5 Board Recommendation

Resolution 8 is an ordinary resolution.

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

12 Resolution 9: Participation of Director in Tranche 2 Placement

12.1 General

Reference is made to the Placement referred to in Section 9.1 of this Explanatory Memorandum.

Mr John Holliday (or his nominee) has agreed, subject to Shareholder approval, to participate in Tranche 2 of the Placement by subscribing for 181,818 T2 Shares and 90,909 T2 Options for a total consideration of $99,999.90 (**Participation**). Mr Holliday has entered into a firm allocation letter agreeing to the Participation. The firm allocation letter contains standard terms.

12.2 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

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

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

The Participation will result in the issue of T2 Shares and T2 Options which constitute giving a financial benefit and Mr Holliday is a related party of the Company by virtue of being a Director of the Company or an entity controlled by a Director of the Company.

The Directors (other than Mr Holliday who has a personal interest in Resolution 9) considers that Shareholder Approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 9 because the T2 Shares and T2 Options will be issued to Mr Holliday (or his nominee) on the same terms as the Placement securities are offed to unrelated Placement participants and as such the giving of the financial benefit is on arm's length terms and accordingly the exception for arm's length terms in Section 210 of the Corporations Act is considered to apply.

12.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, shareholder approval is to be obtained where an entity issues, or agrees to issue, equity securities to any of the following:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to sit on the board of the Company, pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of any of the above (Listing Rule 10.11.4); and

(e) a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5).

As the Participation involves the issue of T2 Shares and T2 Options to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. The Company considers that none of the exceptions in Listing Rule 10.12 apply. Accordingly, Shareholder approval for the issue of the T2 Shares and T2 Options to Mr Holliday under the Participation is sought in accordance with Listing Rule 10.11.

12.4 Technical Information required by Listing Rule 14.1A

If Resolution 9 is passed, Mr Holliday (or his nominee) will be able to participate in Tranche 2 of the Placement and the Company will benefit from the additional funds raised.

If Resolution 9 is not passed, Mr Holliday (or his nominee) will not be able to participate in Tranche 2 of the Placement and the Company will not benefit from the additional funds raised.

12.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Participation:

(a) the Participation securities will be issued to John Holliday (or his nominee);

(b) Mr Holliday falls into the category in Listing Rule 10.1.1 as he is a Director of the Company;

(c) Mr Holliday (or his nominee) is to be issued 181,818 T2 Shares and 90,909 T2 Options;

(d) the T2 Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the T2 Options will be issued on the terms and conditions set out in Schedule 3;

(f) the T2 Shares and T2 Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the T2 Shares and T2 Options will occur on the same date;

(g) the issue price will be $0.55 per T2 Share, being the same as all other Shares issued under the Placement. The issue price per T2 Option is nil as these are free attaching to the T2 Shares on a one (1) for two (2) basis being the same as for other participants in the Placement. Accordingly, the Company will raise $99,999.90 (before costs) if Resolution 9 is passed;

(h) the purpose of the issue is to raise funds. A summary of the intended use of funds raised from the Placement is in Section 9.4(f) above;

(i) the T2 Shares and T2 Options are being issued under a firm commitment letter. A summary of the material terms of the firm commitment letter is set out in Section 12.1;

(j) Mr Holliday does not wish to make a recommendation to Shareholders in relation to Resolution 9 due to having a material personal interest in the outcome of the Resolution, as he or his nominee will receive the relevant T2 Shares and T2 Options if the Resolution is passed;

(k) except as specified above, no other Director has a personal interest or other interest in the outcome of Resolution 9;

(l) the Chairperson intends to exercise all available proxies in favour of Resolution 9; and

(m) 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 9.

12.6 Board recommendation

Resolution 9 is an ordinary resolution.

The Board, except for John Holliday, recommends that Shareholders vote in favour of Resolution 9.

13 Resolution 10: Approval of 10% Placement Facility

13.1 General

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

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

Resolution 10 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 13.3(e) 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 13.3(c) below).

13.2 Technical information required by Listing Rule 14.1A

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

13.3 Listing Rule 7.1A

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

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $96.6 million, based on the closing price of Shares ($0.475) on 10 February 2026.

(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; Ordinary 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 12 months before the date of issue or agreement:

(A) plus the number of fully paid Shares issued in the 12 months:

(1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

(2) on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the 12-month period; or
- 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 7.4;

(3) under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the 12-month period; or
- the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or 7.4; and

(4) with Shareholder approval under Listing Rule 7.1 or 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval;

(B) plus the number of partly paid shares that became fully paid in the 12 months; and

(C) less the number of fully paid Shares cancelled in the 12 months.

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 relevant period where the issue or agreement has not been subsequently approved by the Shareholders of its Shares under Listing Rule 7.4.

"Relevant Period" has the same meaning as in Listing Rule 7.1.

(d) **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 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 (i) above, the date on which the Equity Securities are issued,

(***Minimum Issue Price***).

(e) **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 Meeting and will expire on the earlier to occur 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 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***).

(f) **What is the effect of Resolution 10?**

The effect of Resolution 10 will be to allow the Directors 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.

13.4 Specific information required by Listing Rule 7.3A

Under and for the purposes of 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 13.3(e) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(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 13.3(e) above).

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

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets (including drilling, feasibility studies and ongoing project administration) and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(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 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 below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 13.3(c) as at the date of the 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 on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	$0.238 50% decrease in Current Market Price	$0.475 Current Market Price	$0.95 100% increase in Current Market Price
203,447,005 Shares Variable A	10% Voting Dilution	20,344,701 Shares	20,344,701 Shares	20,344,701 Shares
	Funds raised	$4,831,866	$9,663,733	19,327,466
305,170,507 Shares 50% increase in Variable A	10% Voting Dilution	30,517,051 Shares	30,517,051 Shares	30,517,051 Shares
	Funds raised	$7,247,800	$14,495,599	$28,991,198
406,894,010 Shares 100% increase in Variable A	10% Voting Dilution	40,689,401 Shares	40,689,401 Shares	40,689,401 Shares
	Funds raised	$9,663,733	$19,327,465	$38,654,931

Notes

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

(a) the issue price is the current market price ($0.475), being the closing price of the Shares on ASX on 10 February 2026;

(b) Variable A is 203,447,005, comprising existing Shares on issue as at the date of this notice of 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; and

(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 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%.

3. 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.

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

(e) **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 issue or other issue in which existing security holders 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 the 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**

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 any Equity Securities under Listing Rule 7.1A.

(g) **Voting exclusion statement**

At the date of the 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 the 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.

13.5 Board recommendation

Resolution 10 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 10.

14 Resolutions 11(a) and 11(b): Approval to issue STI Rights to Directors Clive Donner and Harrison Donner (or their nominees) under the Company's Incentive Plan

14.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue STI Rights (**STI Rights**) to Clive Donner and Harrison Donner (or their respective nominees) as Executive Directors of the Company (each an "**Executive Related Party**" and together the "**Executive Related Parties**") on the terms and conditions set out below.

The STI Rights are being offered and will be issued under the Company's Incentive Awards Plan (**Plan**). Please refer to Schedule 4 for a summary of the terms of the Plan.

These STI Rights will only vest and be exercisable by an Executive Related Parties on the attainment of applicable vesting conditions as detailed below.

Vested STI Rights are exercisable for nil payment and expire on 31 July 2027.

Resolutions 11(a) and 11(b) seek Shareholder approval for the grant of the STI Rights to the Executive Related Parties.

14.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme:

(a) a director of the company;

(b) an associate of a director; or

(c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

If Resolutions 11(a) and 11(b) are passed, STI Rights, will be issued to the applicable Executive Related Parties (or their respective nominees). Therefore, the Company requires Shareholder approval in accordance with ASX Listing Rule 10.14 to issue the STI Rights to the Executive Related Parties (or their respective nominees).

14.3 Chapter 2E of the Corporations Act

Please refer to Section 12.2 for a summary of Chapter 2E of the Corporations Act.

The grant of STI Rights constitutes giving a financial benefit and the Executive Related Parties are related parties of the Company by virtue of being Directors. If their nominee receives the STI Rights they will also be a related party by virtue of each being an associate of the Directors.

It is the view of Directors that the exceptions set out in sections 210 to 216 of the Corporations Act may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the STI Rights to the Executive Related Parties in accordance with section 208 of the Corporations Act.

14.4 Technical information required by Listing Rule 14.1A

If Resolutions 11(a) and 11(b) are passed, the Company will be able to proceed with the grant of the STI Rights to the Executive Related Parties under those Resolutions.

If any of Resolutions 11(a) and 11(b) are not passed, the Company will not be able to grant the relevant STI Rights to the Executive Related Party the subject of the Resolution and will need to assess whether alternative remuneration incentives (including cash) are to be offered to the relevant Executive Related Party.

14.5 Listing Rule 10.14 and Section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15 and Section 219 of the Corporations Act, the following information is provided in relation to the proposed grant of STI Rights:

(a) Clive Donner and Harrison Donner are related parties by virtue of being Directors of the Company and so fall under Listing Rule 10.14.1. If the STI Rights are granted to a nominee of the Directors, the nominee will be an associate of the Director and fall under Listing Rule 10.14.2;

(b) the number of STI Rights (being the nature of the financial benefit being provided) to be granted to the Executive Related Parties (or their nominees) is:

Related Party	Number of STI Rights
Clive Donner	340,482
Harrison Donner	302,651
Total	**643,133**

(c) the current total remuneration package of the Executive Related Parties (inclusive of superannuation and equity-based remuneration) for the current financial year, and for the previous two financial years, is as follows. This is in addition to the 643,133 STI Rights proposed to be granted under Resolutions 11(a) to 11(b).

Related Party	Financial Year Ended 30 June 2026[1]	Financial Year Ended 30 June 2025
Clive Donner	$252,000	$7,000
Harrison Donner	$224,000	$6,223

(d) the Related Parties (and their associates) have not previously been issued any Awards under the Plan;

(e) the material terms and conditions of the STI Rights to be granted to the Executive Related Parties are set out in Schedule 5 and are also subject to the terms and conditions of the Plan. Key terms are:

(i) the STI Rights have a nil exercise price;

(ii) the STI Rights to be issued will be subject to vesting conditions that

(A) the relevant Related Executive Director remains employed or engaged by the Company Group (and is not serving a notice period) until 30 June 2026; and

(B) the Board (or its delegate) determines, in its discretion, the level of achievement of the Company against the following performance measures for the financial year ending 30 June 2026.

Measure	Weighting*
1. Funding/Capital Raising	33%
2. Safety – Lost Time Injuries Based	33%
3. Drilling Targets – Metres Drilled	20%
4. Stakeholder Relations	14%
Total	**100%**

* The percentage of STI Rights subject to the applicable Vesting Condition.

(iii) subject to the applicable vesting conditions being satisfied (or waived) and any adjustment permitted under the Plan, one STI Right will be exercisable prior to the Expiry Date at the holder's election into one Share of the Company or, at the

1 Based on Annual Salary, Inclusive of Superannuation

election of the Board, a cash amount equal to the Market Value of a Share as at the date the STI Right is exercised less any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of any cash payment (**Cash Payment**);

(f) the Company wishes to grant STI Rights as:

(i) they will align the interests of the Executive Related Parties with those of Shareholders;

(ii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Executive Related Parties;

(iii) there is a deferred taxation benefit available to the Executive Related Parties in respect of the issue of the STI Rights. This is also beneficial to the Company as it means the Executive Related Parties do not need to immediately sell Shares to fund a tax liability, as may be the case with an issue of Shares where the tax liability arises upon the issue of the Shares; and

(iv) they are simpler to administer than the grant of Shares that would need to be cancelled if the vesting conditions are not satisfied or waived;

(g) the Company has obtained an independent valuation of the STI Rights proposed to be issued to the Executive Related Parties as set out in Schedule 6, with a summary below, based on the Share price as at date of the valuation, being $0.475 on 11 February 2026.

Total number of STI Rights	Valuation per STI Right
643,133	$0.444

(h) the STI Rights will be granted to the Executive Related Parties (or their nominees) no later than 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the STI Rights will be issued shortly after the Meeting;

(i) a summary of the Plan, which applies to the STI Rights, is set out in Schedule 4;

(j) no loan has or will be provided to the Executive Related Parties in relation to the issue or subsequent exercise of the STI Rights;

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

(l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 11(a) and 11(b) are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule;

(m) as at the date of this Notice of Meeting, the Executive Related Parties have the following relevant interest in the following Company securities (excluding STI Rights proposed to be granted under this Notice of Meeting):

Related Party	Shares	STI Rights	Options
Clive Donner[1]	85,541,478	Nil	6,666,667
Harrison Donner[1]	85,541,478	Nil	6,666,667

Note:

1 Held indirectly through Woodcross Holdings Pty Ltd <Woodcross Trust>. Directors Mr Clive Donner and Mr Harrison Donner are related parties of the trustee and beneficiaries of the trust. 74,959,367 Shares are escrowed until 27 June 2027. Options are unlisted with $0.30 exercise price expiring 27 June 2028 and escrowed until 27 June 2027.

(n) if all of the STI Rights are granted under Resolutions 11(a) to 11(b) to the Executive Related Parties are exercised, a total of 643,133 Shares would be allotted and issued. This will increase the number of Shares on issue from 203,447,005 to 204,090,138 Shares (assuming that no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by 0.32%;

(o) the trading history of the Shares on ASX since listing on 27 June 2025 before the date of this Notice of General Meeting is set out below;

	Price	Date
Highest	$0.76	20 January 2026
Lowest	$0.13	28 July 2025
Last	$0.475	10 February 2026

(p) the primary purpose of the grant of STI Rights to the Executive Related Parties is to provide a performance linked incentive component in the overall remuneration package for each Executive Related Party to motivate and reward the performance of the Executive Related Party in their respective roles as Directors and to assist the Company in retaining their services and expertise in a manner which does not unduly impact on the cash reserves of the Company; and

(q) the Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STI Rights upon the terms proposed. The vesting performance criteria attached to the STI Rights aims to ensure that significant value is created prior to the STI Rights vesting to the Executive Related Parties.

14.6 Board recommendation

Resolutions 11(a) and 11(b) are ordinary resolutions.

Each of Messrs Clive Donner and Harrison Donner decline to make a recommendation to Shareholders in relation to the Resolution relating to the issue of STI Rights to themselves (or their nominee) due to their material personal interest in the outcome of the their respective Resolutions on the basis that they are to be granted STI Rights in the Company should the Resolutions be passed. However, each of the non-interested Directors, recommend that Shareholders vote in favour of Resolutions 11(a) and 11(b) for the following reasons:

(a) the issue of STI Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Executive Related Parties; and

(b) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STI Rights upon the terms proposed.

In forming their various recommendations, each non-interested Director considered the qualifications and experience of each other Executive Related Party, the current market price of Shares, the current market practices when determining the number of STI Rights to be issued as well as the expiry date, vesting conditions and other material terms of those STI Rights.

Except as specified above, no other Director has a personal interest or other interest in the outcome of Resolutions 11(a) or 11(b).

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the STI Rights to the Executive Related Parties or their nominees as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of STI Rights to the Executive Related Parties or their nominees will not be included in the 15% calculation of the Company's twelve month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

15 Resolutions 12(a) to 12(b): Approval of Potential Termination Benefits in relation to Executive Director STI Rights

15.1 Background

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold, or have held in the last three years, a 'managerial or executive office'.

The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

Resolutions 12(a) and 12(b) seek Shareholder approval to issue STI Rights to the Executive Related Parties under the Plan.

The Plan, and the terms and conditions of the STI Rights proposed to be granted to the Executive Related Parties, contain a number of provisions which may constitute the provision of potential termination benefits to be paid or given to an Executive Related Party upon the cessation of the applicable Director as an officer or employee of the Company Group (**Executive Termination Benefits**).

For example, if the applicable Director ceases to be an officer or employee of the Company or a related body corporate (**Company Group**):

(a) some terms may operate to entitle the holder of the STI Rights to an earlier vesting than might otherwise be the case when; and

(b) some of the terms and provisions in the Plan provide the Board with a discretion to waive vesting conditions or extend the period for vesting or resolving that unvested STI Rights do not lapse when otherwise they would.

The use of these provisions could be considered “termination benefits’ under the Corporations Act and the ASX Listing Rules.

Resolutions 12(a) and 12(b) seek Shareholder approval, including for the purposes of section 200E of the Corporations Act and Listing Rule 10.19, for Executive Termination Benefits that the Executive Related Parties may be entitled to receive upon an applicable Director ceasing to be an officer or employee of the Company Group.

15.2 Technical information required by Listing Rule 14.1A

If Resolutions 12(a) and 12(b) are approved at the Meeting, the Related Parties will be entitled to be receive the Executive Termination Benefits, and the value may exceed the 5% threshold in ASX Listing Rule 10.19 and the value of the Executive Termination Benefit may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the benefits will not count towards the statutory caps that apply to benefits that may be given without shareholder approval).

If Resolutions 12(a) and 12(b) are not approved at the Meeting, the relevant Executive Related Party will not be entitled to receive any Executive Termination Benefits, unless they fall within an exception under the Corporations Act or do not breach the 5% threshold in Listing Rule 10.19.

Directors Cliver Donner and Harrison Donner have advised that they have no current intention to resign from their positions with the Company

15.3 Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which can be given to individuals who hold, or have held in the three years before retirement, a managerial or executive office (as defined in the Corporations Act) in connection with the retirement from their position in the Company or its related bodies corporate, unless an exception applies.

The term ‘benefit’ has a wide operation and includes any automatic and accelerated vesting of incentive securities upon termination or cessation of office or employment in accordance with their terms, or the exercise of any Board discretion to determine such automatic or accelerated vesting will occur.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person’s retirement from an office or employment, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Provided shareholder approval is given, the value of the potential 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 Corporations Act).

15.4 Listing Rule 10.19

Listing Rule 10.19 provides that, without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to the ASX under the Listing Rules.

15.5 Potential termination benefits

The value of any such Executive Termination Benefits which may be given to an Executive Related Party cannot presently be ascertained but matters, events and circumstances that may, or will, affect the calculation of that value include:

(a) the number of STI Rights held by the Executive Related Party;

(b) the number of STI Rights that vest early or do not lapse when otherwise they would;

(c) the price of Shares on the ASX on the date that Director Clive Donner or Harrison Donner ceases to hold office, employment or engagement with the Company Group;

(d) the status of any vesting conditions or other conditions for STI Rights and the Board's assessment of the performance of Director Clive Donner or Harrison Donner up to the date they cease to hold an office, employment or engagement with the Company Group;

(e) the length of service of Director Clive Donner or Harrison Donner and the extent to which they have served any applicable notice period;

(f) the reasons or circumstances in which Director Clive Donner or Harrison Donner ceases to hold office, employment or engagement with the Company Group;

(g) the fixed remuneration of Director Clive Donner or Harrison Donner at the time the STI Rights were issued, and at the time Director Clive Donner or Harrison Donner may cease office, employment or engagement; and

(h) any other factors the Board considers relevant when exercising its discretion, including, where appropriate, its assessment of the performance of Director Clive Donner or Harrison Donner (as applicable) up to the date of cessation.

The Company has obtained an independent valuation of the STI Rights prior to the issue of this Notice of Meeting which valued the STI Rights as set out in Schedule 6.

16 Resolutions 13(a) to 13(e): Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan

16.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue long term incentive Options (**LTI Options**) to each Director of the Company, being Clive Donner, Harrison Donner, John Holliday, Geoffrey Jones and Dr Evan Kirby (or their respective nominees) (each a "**Related Party**" and together the "**Related Parties**") on the terms and conditions set out below.

The LTI Options are being offered and will be issued under the Company's Plan. Please refer to Schedule 4 for a summary of the terms of the Plan.

Each LTI Option will have an exercise price of $0.73 per LTI Option and an expiry date of 11 February 2029.

Refer to Schedule 7 for a summary of the material terms of the LTI Options.

Resolutions 13(a) to 13(e) seek Shareholder approval for the grant of the LTI Options to the Related Parties.

16.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme:

(a) a director of the company;

(b) an associate of a director; or

(c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

If Resolutions 13(a) to 13(e) are passed, Options will be issued to directors of the Company (or their respective nominees) who fall within Listing Rule 10.14.1 (if a director) or Listing Rule 10.14.2 (if a nominee of a director). Therefore, the Company requires Shareholder approval in accordance with ASX Listing Rule 10.14 to issue the Options to the Related Parties (or their respective nominees).

If a Resolution is not passed, the Company will not be able to grant the Options the subject of that Resolution and will need to assess whether alternative remuneration incentives (including cash) are to be offered to the relevant Related Party.

16.3 Chapter 2E of the Corporations Act

Please refer to Section 12.2 of Chapter 2E of the Corporations Act.

The grant of LTI Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors. If their nominee receives the Options they will also be a related party by virtue of each being an associate of the Directors.

As the Related Parties comprise all of the Directors of the Company, the Directors are unable to form a quorum to consider whether one of the exceptions in Section 210 to 216 of the Corporations Act applies to the grant of the LTI Options.

Accordingly, Shareholder approval for the grant of the LTI Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

16.4 Section 195 of the Corporations Act

Section 195(1) of the Corporations Act provides that a director who has a "material personal interest" in a matter being considered at a directors' meeting must not be present while the matter is being considered or vote on the matter.

Section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors' meeting because of section 195(1), the directors may call a Meeting of shareholders to consider the matter.

The Directors are unable to form a quorum to consider any matters relating to the proposed grant of the LTI Options to the Related Parties under Resolutions 13(a) to 13(e), as Messrs Clive Donner, Harrison Donner, John Holliday, Geoffrey Jones and Dr Evan Kirby, comprise all of the Directors of the Company.

Therefore, the Company is seeking Shareholder approval under section 195(4) of the Corporations Act for Shareholders to deal with the matter.

16.5 Technical information required by Listing Rule 14.1A

If Resolutions 13(a) to 13(e) are passed, the Company will be able to proceed with the grant of the LTI Options to the Related Parties under those Resolutions.

If any of Resolutions 13(a) to 13(e) are not passed, the Company will not be able to grant the relevant LTI Options to the Relevant Related Party the subject of the Resolution

16.6 Listing Rule 10.14 and Section 219 of the Corporations Act

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15 and Section 219 of the Corporations Act, the following information is provided in relation to the proposed grant of LTI Options:

(a) Clive Donner, Harrison Donner, John Holliday, Geoffrey Jones and Dr Evan Kirby are related parties by virtue of being Directors of the Company and so fall under Listing Rule 10.14.1. If the LTI Options are granted to a nominee of the Directors, the nominee will be an associate of the Director and fall under Listing Rule 10.14.2;

(b) the number of LTI Options (being the nature of the financial benefit being provided) to be granted to the Related Parties (or their nominees) is as follows:

Related Party	Number of LTI Options
Clive Donner - Resolution 13(a)	1,669,655
Harrison Donner - Resolution 13(b)	1,484,138
John Holliday - Resolution 13(c)	397,537
Geoffrey Jones - Resolution 13(d)	397,537
Evan Kirby - Resolution 13(e)	397,537
Total	**4,346,404**

(c) the current total remuneration package of the Related Parties (inclusive of superannuation and equity-based remuneration) for the current financial year, and for the previous two financial years, is as follows. This is in addition to the STI Rights proposed to be granted under Resolutions 11(a) and (b) and LTI Options proposed to be granted under Resolutions 13(a) to 13(e):

Related Party	Financial Year Ended 30 June 2026 (est.)	Financial Year Ended 30 June 2025
Clive Donner	$252,000	$7,000
Harrison Donner	$224,000	$6,223
John Holliday	$64,000[1]	Nil
Geoffrey Jones	$60,000	$1,000
Evan Kirby	$76,000[2]	$1,000

(d) the Related Parties (and their associates) have not previously been issued any Awards under the Plan;

(e) the material terms and conditions of the LTI Options to be granted to the Related Parties are set out in Schedule 7 and are also subject to the terms and conditions of the Plan. Key terms are:

(i) the LTI Options have an Exercise Price of $0.73 each;

(ii) the LTI Options to be issued will be subject to a vesting condition that the relevant Director remains employed or engaged by the Company Group (and is not serving a notice period) until 11 February 2028;

(iii) the LTI Options will expire on 11 February 2029 (**Expiry Date**); and

(iv) subject to applicable vesting condition being satisfied (or waived) and any adjustment permitted under the Plan, one LTI Options will be exercisable prior to the Expiry Date at the holder's election into one Share of the Company (which will be issued on the same terms and conditions as the Company's existing Shares);

(f) the Company wishes to grant LTI Options as:

(i) they will align the interests of the Related Parties with those of Shareholders;

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1 Mr Holliday is entitled to a Non-executive Director Fee of $60,000 pa and consulting fees of $3,000 per month plus GST. As he commenced as a Director on 27 November 2025, a pro rata estimate of his director fee and consultancy fees to 30 June 2026 is $64,000.

2 Dr Kirby is entitled to a Non-executive Director Fee of $60,000 pa and consulting fees of $2,000 per month plus GST. As Dr Kirby's consultancy fees commenced from November 2025 a pro rata estimate of his director fee and consultancy fee to 30 June 2026 is $76,000.

(ii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and

(iii) they are simpler to administer than the grant of Shares that would need to be cancelled if the vesting conditions are not satisfied or waived;

(g) the Company has obtained an independent valuation of the LTI Options proposed to be issued to the Related Parties as set out in Schedule 8 with a summary below. The valuation is based on the Share price at the date of the valuation, being $0.475 on 11 February 2026.

Number of LTI Options	Valuation per LTI Option
4,346,404	$0.151

(h) the LTI Options will be granted to the Related Parties (or their nominees) no later than 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the LTI Options will be issued shortly after the Meeting;

(i) a summary of the Plan, which applies to the LTI Options, is set out in Schedule 4;

(j) no loan has or will be provided to the Related Parties in relation to the issue or subsequent exercise of the LTI Options;

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

(l) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 13(a) to 13(e) are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule;

(m) as at the date of this Notice of Meeting, the Related Parties have the following relevant interest in the following Company securities (excluding LTI Options proposed to be granted under this Notice of Meeting):

Related Party	Shares	STI Rights	Options
Clive Donner[1]	85,541,478	Nil	6,666,667
Harrison Donner[1]	85,541,478	Nil	6,666,667
John Holliday[2]	150,000	Nil	Nil

Geoffrey Jones[3]	250,000	Nil	Nil
Evan Kirby[4]	500,000	Nil	Nil

Notes:

(1) Held indirectly through Woodcross Holdings Pty Ltd <Woodcross Trust>. Directors Mr Clive Donner and Mr Harrison Donner are related parties of the trustee and beneficiaries of the trust. 74,959,367 Shares are escrowed until 27 June 2027. Options are unlisted with $0.30 exercise price expiring 27 June 2028 and escrowed until 27 June 2027.

(2) Held indirectly through MONZONITE INVESTMENTS PTY LTD <MONZONITE SUPER FUND A/C>, of which Director Mr Holliday is a trustee and a beneficiary of the trust,

(3) Mr Jones is the joint registered holder with Christine Lorraine Lee, as trustees for the Lee-Jones Superannuation Fund, of which Director Mr Jones is a beneficiary.

(4) Held indirectly through Bella Rev Vista Pty Ltd <Bella Diamond Investment A/C>. Director Dr Kirby is a joint director and trustee and beneficiary of the trust.

(n) if all of the LTI Options are granted under Resolutions 13(a) to 13(e) to the Related Parties are exercised, a total of 4,346,404 Shares would be allotted and issued. This will increase the number of Shares on issue from 203,447,005 to 207,793,409 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 2.1%;

(o) see Section 14.5(o) above for details of the trading history of the Shares on ASX in the 12 months before the date of this Notice;

(p) the Board acknowledges the issue LTI Options to those Related Parties who are non-executive Directors is contrary to the guidelines to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (4th Edition) as published by The ASX Corporate Governance Council. However, the Board considers the issue of LTI Options to non-executive Directors John Holliday, Geoffrey Jones and Evan Kirby reasonable in the circumstances having regard to the size and level of operations of the Company, its cash reserves and importance to the Company of attracting and retaining non-executive Directors in a manner which does not unduly impact on the Company's cash resources;

(q) the primary purpose of the grant of LTI Options to the Related Parties is to provide a performance linked incentive component in the overall remuneration package for each Related Party to motivate and reward the performance of the Related Party in their respective roles as Directors and to assist the Company in retaining their services and expertise in a manner which does not unduly impact on the cash reserves of the Company; and

(r) the Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the LTI Options upon the terms proposed.

16.7 Board recommendation

Resolutions 13(a) to 13(e) are ordinary resolutions.

The Directors decline to make a recommendation in relation to Resolutions 13(a) to 13(e) due to their material personal interest in the resolutions.

Except as specified above, no other Director has a personal interest or other interest in the outcome of Resolutions 13(a) to 13(e).

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the LTI Options to the Related Parties or their nominees as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of LTI Options to the Related Parties or their nominees will not be included in the 15% calculation of the Company's twelve month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

16.8 Voting Prohibition – Section 224 of the Corporations Act

Sections 224(1) and (2) of the Corporations Act provide that a vote may not be cast (in any capacity) by or on behalf of the related party to whom the resolution would permit a financial benefit to be given (or an associate of that person) other than a vote cast a proxy by a person in writing that specifies how the proxy is to vote on the proposed resolution and which is not cast on behalf of the relevant related party (or an associate of that person).

17 Resolutions 14(a) to 14(e): Approval of potential termination benefits in relation to Directors LTI Options

17.1 Potential Termination Benefits

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold, or have held in the last three years, a 'managerial or executive office'.

The Listing Rules also provide certain limitations on the payment of 'termination benefits' to officers of listed entities.

Resolutions 14(a) to 14(e) seek Shareholder approval to issue LTI Options to the Related Parties under the Plan.

The Plan, and the terms and conditions of the LTI Options proposed to be granted to the Related Parties, contain a number of provisions which may constitute the provision of potential termination benefits to be paid or given to a Related Party upon the cessation of the applicable Director as an officer or employee of the Company Group (**Potential Termination Benefits**).

For example, if the applicable Director ceases to be an officer or employee of the Company or a related body corporate (**Company Group**):

(a) some terms may operate to entitle the holder of the LTI Options to an earlier vesting than might otherwise be the case when; and

(b) some of the terms and provisions in the Plan provide the Board with a discretion to waive vesting conditions or extend the period for vesting or resolving that unvested LTI Options do not lapse when otherwise they would.

The use of these provisions could be considered "termination benefits' under the Corporations Act and the ASX Listing Rules.

Resolutions 14(a) to 14(e) seek Shareholder approval, including for the purposes of section 200E of the Corporations Act and Listing Rule 10.19, for Potential Termination Benefits that the Related Parties may be entitled to receive upon an applicable Director ceasing to be an officer or employee of the Company Group.

17.2 Technical information required by Listing Rule 14.1A

If Resolutions 14(a) to 14(e) are approved at the Meeting, the Related Parties will be entitled to be receive the Potential Termination Benefits, and the value may exceed the 5% threshold in ASX Listing Rule 10.19 and the value of the Potential Termination Benefit may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the benefits will not count towards the statutory caps that apply to benefits that may be given without shareholder approval).

If Resolution 14(a) to 14(e) are not approved at the Meeting, the relevant Related Party will not be entitled to receive any Potential Termination Benefits, unless they fall within an exception under the Corporations Act or do not breach the 5% threshold in Listing Rule 10.19.

The Related Parties have advised that they have no current intention to resign from their positions with the Company.

17.3 Part 2D.2 of the Corporations Act

The Corporations Act restricts the benefits which can be given to individuals who hold, or have held in the three years before retirement, a managerial or executive office (as defined in the Corporations Act) in connection with the retirement from their position in the Company or its related bodies corporate, unless an exception applies.

The term 'benefit' has a wide operation and includes any automatic and accelerated vesting of incentive securities upon termination or cessation of office or employment in accordance with their terms, or the exercise of any Board discretion to determine such automatic or accelerated vesting will occur.

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a relevant person's retirement from an office or employment, the Company must, subject to various exceptions, obtain the approval of Shareholders in the manner set out in section 200E of the Corporations Act.

Provided shareholder approval is given, the value of the potential 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 Corporations Act).

17.4 Listing Rule 10.19

Listing Rule 10.19 provides that, without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to the ASX under the Listing Rules.

17.5 Section 195 of the Corporations Act

Each of the Directors has a material personal interest in the outcome of Resolutions 14(a) to 14(e) (as applicable to each Director) in this Notice of Meeting by virtue of the fact that Resolutions 14(a) to 14(e) are concerned with the issue of LTI Options to Directors.

Section 195(1) of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of Resolution 14(a) to 14(e).

The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine and authorise the Board to carry out the terms of Resolutions 14(a) to 14(e) if passed.

17.6 Value of Potential Termination Benefits

The value of any such Potential Termination Benefits which may be given to a Related Party cannot presently be ascertained but matters, events and circumstances that may, or will, affect the calculation of that value include:

(a) the number of LTI Options held by the Related Party;

(b) the number of LTI Options that vest early or do not lapse when otherwise they would;

(c) the price of Shares on the ASX on the date that the relevant Director ceases to hold office, employment or engagement with the Company Group;

(d) the status of any vesting conditions or other conditions for LTI Options and the Board's assessment of the performance of the relevant Director up to the date they cease to hold an office, employment or engagement with the Company Group;

(e) the length of service of relevant Director and the extent to which they have served any applicable notice period;

(f) the reasons or circumstances in which relevant Director ceases to hold office, employment or engagement with the Company Group;

(g) the fixed remuneration of relevant Director at the time the LTI Options were issued, and at the time relevant Director may cease office, employment or engagement; and

(h) any other factors the Board considers relevant when exercising its discretion, including, where appropriate, its assessment of the performance of relevant Director (as applicable) up to the date of cessation.

The Company has obtained an independent valuation of the LTI Options prior to the issue of this Notice of Meeting which valued the LTI Options as set out in Schedule 8.

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 13.1.

10% Placement Period has the meaning given in Section 13.3(e).

$ or A$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.

Articles means an article of the Constitution.

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 on the Financial Report.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means LinQ Minerals Limited (ACN 665 642 820).

Constitution means the constitution of the Company as at the date of the Meeting.

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

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.

Executive Related Party / Executive Related Parties has the meaning given in Section 14.1.

Executive Termination Benefits has the meaning given in Section 15.1.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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.

LTI Option has the meaning given in Section 16.1

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 13.3(d).
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Plan	means the Company's Employee Securities Incentive Plan, a summary of which is provided in Schedule 4.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
STI Rights	has the meaning given in Section 14.1.
Strike	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
Trading Day	has the meaning given in the Listing Rules.
VWAP	means volume weighted average market price.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Nomination of Auditor Letter

Onyx Corporate Pty Ltd, being a member of LinQ Minerals Limited (**Company**), nominates BDO Audit Pty Ltd in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Dated 11 February 2026

Executed by Onyx Corporate Pty Ltd
in accordance with section 127 of the Corporations Act:

Kyla Garic
Sole Director

Schedule 3 Terms of Attaching Options

The Attaching Options are to be issued on the following terms:

(a) Each Attaching Option shall be issued for no consideration.

(b) The exercise price of each Attaching Option is $0.78 (**Exercise Price**).

(c) Each Attaching Option entitles the holder to subscribe for one Share in LinQ Minerals Limited (ACN 665 642 820) (**Company**) upon the payment of the Exercise Price per Share subscribed for.

(d) The Attaching Options will lapse at 5.00pm WST, two years from the date of issue (**Expiry Date**).

(e) The Attaching Options are not transferable.

(f) There are no participating rights or entitlements inherent in these Attaching Options and holders of the Attaching Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Attaching Option except to the extent that the Attaching Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(g) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holder of Shares after the date of the issue of the Attaching Options, the exercise price of the Attaching Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2.

(h) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Attaching Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(i) The Attaching Options shall be exercisable at any time until the Expiry Date (**Exercise Period**) by the delivery to the registered office of the Company of a notice in writing (**Notice**) stating the intention of the Attaching Option holder to exercise all or a specified number of Attaching Options held by them accompanied by an Attaching Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque or electronic funds transfer must be received by the Company during the Exercise Period. An exercise of only some Attaching Options shall not affect the rights of the Attaching Option holder to the balance of Attaching Options held by it.

(j) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Attaching Options.

(k) The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

Schedule 4 Summary of Incentive Awards Plan

A summary of the terms of the Company's Incentive Awards Plan (**Plan**) is set out below. The full terms of the Plan may be inspected at the registered office of the Company during normal business hours.

(a) (**Eligible Participant**): Eligible Participant means:

(i) an officer of any Company Group, including any executive or non-executive Director of any Company Group;

(ii) a full, part time or casual employee of any Company Group;

(iii) an individual who provides services to a Company Group; or

(iv) a prospective participant who may become an Eligible Participant under Rules (a), (b) or (c) above,

who is declared by the Board to be eligible to receive grants of Awards under the Plan.

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

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

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

(iii) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants or their Nominees to receive Awards with the intention that such Awards be held for the long term;

(iv) provide Eligible Participants with the opportunity to share in any future growth in the value of the Company;

(v) provide greater incentive for Eligible Participants to focus on the Company's longer term goals;

(vi) allow selected Eligible Participants to acquire Awards under the Exemption Conditions and by way of salary sacrifice in accordance with the Tax Act; and

(vii) allow Directors to acquire Awards in lieu of payment of Director fees.

(c) (**Plan administration**): The Plan will be administered by the Board, which has the power to determine appropriate procedures for administration of the Plan consistent with the Plan. The Board has absolute and unfettered discretion to act, or refrain from acting, under or in connection with the Plan or any Options under the Plan and in the exercise of any power or discretion under the Plan. The Board may delegate to any one or more persons the exercise of an of its powers or discretions arising under the Plan.

(d) (**Eligibility, invitation and application**): The Board may, from time to time, in its discretion, make a written invitation (which may be made by email) to any Eligible Participant (including an Eligible Participant who has previously received an Invitation) to apply for Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (**Invitation**). Nothing in the Plan obliges the

Company at any time to make an Invitation, or further Invitation, to any Eligible Participant.

On receipt of an invitation, an Eligible Participant may accept the invitation in whole or in part, and apply for the Options the subject of the Invitation by sending a completed application form to the Company. The Board may accept or reject an application from an Eligible Participant in its discretion.

Upon receipt of an invitation, an Eligible Participant may, by notice in writing to the Board, nominate a related party nominee in whose favour the Eligible Participant wishes to renounce the Invitation (**Nominee**). The Board may, in its discretion, resolve not to allow a renunciation of an Invitation in favour of a Nominee without giving any reason for that decision.

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

(f) (**Restrictions on Transfers, Dealings and Hedging**): A Participant may not dispose of any Option issued under the Plan except in special circumstances with the consent of the Board (which may be withheld in its discretion) (**Special Circumstances**) or by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy. A Participant must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to, their Options.

(g) (**Restriction Periods**): A Share acquired on exercise of an Option may be subject to a restriction period where the Board may, in its discretion, determine at any time up until an Option is exercised, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Option (**Restricted Shares**), up to a maximum of fifteen (15) years from the acquisition date of the Option (**Restriction Period**). Where the Company is listed on the ASX, Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.

A participant must not Dispose of or otherwise deal with any Shares issued to them under the Plan while they are Restricted Shares.

"Dispose" means, in relation to an Award:

(i) sell, assign, buy-back, redeem, transfer, convey, grant an option over, grant or allow a Security Interest over;

(ii) enter into any swap arrangement, any derivative arrangements or other similar arrangement; or

(iii) otherwise directly or indirectly dispose of a legal, beneficial or economic interest in the Award.

(h) (**Vesting Conditions**): An Option issued under the Plan will not vest and be exercisable unless the vesting conditions (if any) attaching to that Option have been satisfied (or duly waived), as determined by the Board acting reasonably, and the Board has notified the

Participant of that fact. If an Option is not issued subject to any Vesting Conditions, that Option is immediately exercisable. Any vesting conditions applicable to the grant of Options will be described in the invitation. The Board must notify a Participant in writing as soon as reasonably practicable after becoming aware that any vesting condition attaching to an Option has been satisfied. For the avoidance of doubt, if the vesting conditions relevant to an Option are not satisfied and/or otherwise waived by the Board, that Option will lapse.

(i) (**Exercise of Options**): A Participant (or their personal legal representative where applicable) may exercise a vested Option at any time after the Option has vested, but before the Option lapses, by providing the Company with the certificate for the Options, a notice of exercise, and (unless the Board approves the use of the Cashless Exercise Facility, or determines in its discretion to utilise the Cash Payment Facility) cash payment to the Company equivalent to the exercise price multiplied by the number of Options being exercised.

(j) (**Cashless Exercise Facility**): Except as otherwise provided for by an Invitation, if a Participant wishes to exercise some or all of their vested Options, it may, subject to Board approval, elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will issue or transfer to the Participant that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) (**Cashless Exercise Facility**).

"Market Value", in respect of a Share means the volume weighted average market price for a Share traded on ASX during the 5 day period up to and including the day on which the Market Value is to be determined.

(k) (**Cash Payment Facility**): Subject to the Corporations Act, the ASX Listing Rules (if applicable), the Plan and the terms of any Invitation, where all vesting conditions in respect of an Option have been satisfied or waived and the Invitation for that Option provided for a Cash Payment alternative, the Board may, in its discretion, within 20 Business Days of receipt of a valid notice of exercise for the vested Option, in lieu of issuing or transferring a Share to the Participant on exercise of the Option, pay the Participant or his or her personal representative (as the case may be) a Cash Payment for the Option exercised (which will be nil if the Cash Payment is a negative amount) (**Cash Payment Facility**).

A vested Option automatically lapses upon payment of a Cash Payment in respect of the vested Option.

(l) (**Issue / Transfer of Shares on exercise of Option**): Within 20 business days after the valid exercise of an Option by a Participant, and provided the Board has not determined that the Cashless Exercise Facility, or a Cash Payment (where available), applies, 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 Options held by that Participant.

(m) (**No Trade Period, Takeover Restrictions and Insider Trading**): If the issue or transfer of Shares on the exercise of an Option would otherwise fall within a period when the Participant is prohibited from trading in the Company's securities by the Company's written policies (**No Trade Period**), or breach the insider trading or takeover provisions of the Corporations Act, the Company may delay the issue of the Shares until the expiration, as applicable, of the No Trade Period or the day on which the insider trading or takeover provisions no longer prevent the issue or transfer of the Shares.

(n) (**Lapse of Options**): Except as otherwise provided for in an Invitation, an Option will lapse upon the earlier to occur of:

(i) the Board, in its discretion, resolving an Option lapses as a result of an unauthorised Disposal of, or hedging of, the Option;

(ii) a Vesting Condition in relation to the Option is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonable, unless the Board exercises its discretion to waive the vesting condition and vest the Option, or allow the unvested Option to continue;

(iii) in respect of an unvested Option, a person ceases to be an Eligible Participant;

(iv) in respect of a vested Option:

(A) a person ceases to be an Eligible Participant and the Board and the Option is not exercised where and when required by the Board; or

(B) upon payment of a Cash Payment in respect of the vested Option;

(v) the Board deems that an Option lapses pursuant to fraud or related matters by an Eligible Participant;

(vi) in respect of an unvested Option, a winding up resolution or order is made in respect of the Company, and the Option does not vest in accordance with exceptions to the vesting conditions; and

(vii) the Participant and the Company agreeing that the Convertible Security is voluntarily forfeited or cancelled;

(viii) as otherwise provided for by an invitation; and

(ix) the date of expiry of the Option.

(o) (**Fraud and Related Matters**): Where the Board determines that a Participant has acted fraudulently, dishonestly, negligently, or in contravention of a Group policy, or has wilfully breached his or her duties to the Group, the Board may, in its discretion, by written notice to the Relevant Participant or Nominee deem all unvested, or vested but unexercised, Options held by that Participant to have lapsed.

(p) (**Change of Control**): If a Change of Control occurs, or the Board acting reasonably considers will occur, any Vesting Conditions in respect of the Options will be deemed to be automatically waived.

(q) (**Rights attaching to Plan Shares**): A Participant will, from and including the issue date of Shares under this Plan, be the legal owner of the Shares issued in respect of them and will be entitled to dividends and to exercise voting rights attached to the Shares. Subject to the terms of the Plan, all Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.

(r) (**Adjustment of Options**): If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reorganisation. Whenever the exercise price of an Option or the number of Shares to be issued on the exercise of an Option is adjusted pursuant to the Plan rules, the Company will give notice of the adjustment to the Participant together with calculations on which the adjustment is based. An Option does not confer the right to a change in Option Exercise Price, or the right to a change in the number of underlying Shares over which the Option can be exercised, except to the extent the Plan or an Invitation otherwise provides.

(s) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Options and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options except to the extent an Invitation otherwise provides subject to, where the Company is listed on the ASX, the ASX Listing Rules.

(t) (**Amendment of Plan**): Subject to the Plan rules, the Corporations Act and the ASX Listing Rules (if applicable) the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, an Invitation or the terms or conditions of any Option issued under the Plan, and any amendment may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made.

No adjustment or variation of the terms of an Option will be made by the Board without the consent of the Participant who holds the relevant Option if such adjustment or variation would have a materially prejudicial effect upon the Participant (in respect of his or her outstanding Options), other than an adjustment or variation 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.

(u) (**Plan duration**): The Plan continues in operation until terminated by the Board. The Board may terminate the Plan at any time by resolution. Termination shall not affect the rights or obligations of a Participant or the Company which have arisen under the Plan before the date of termination and the provisions of the Plan relating to a Participant's Options shall survive termination of the Plan until fully satisfied and discharged.

Schedule 5 Terms of STI Rights

The materials terms of the STI Rights are as follows. Please refer to Schedule 4 for a summary of the Plan:

<table>
<tr><th>Term</th><th>Description</th></tr>
<tr><td>Vesting Conditions</td><td>Subject to the Plan, STI Rights that have not lapsed will vest and become exercisable on the date on which any Vesting Conditions applicable to the STI Rights have been satisfied (or waived) or the date on which the STI Rights otherwise vest in accordance with the Plan.
<table>
<tr><th>Vesting Conditions</th></tr>
<tr><td>The relevant Director remains employed or engaged by the Company Group (and are not serving a notice period) until 30 June 2026.</td></tr>
<tr><td>The Board (or its delegate) determines, in its discretion, the level of achievement of the Company against the following performance measures for the financial year ending 30 June 2026
<table>
<tr><th>Measure</th><th>Weighting*</th></tr>
<tr><td>Funding/Capital Raising</td><td>33%</td></tr>
<tr><td>Safety - Lost Time Injuries Based</td><td>33%</td></tr>
<tr><td>Drilling Targets – Metres drilled</td><td>20%</td></tr>
<tr><td>Stakeholder Relations</td><td>14%</td></tr>
<tr><td>Total</td><td>100%</td></tr>
</table>
* The percentage of STI Rights subject to the applicable Vesting Condition.</td></tr>
</table>
The Board or its delegate will assess performance against the Vesting Conditions acting reasonably within 30 days of the end of FY26 and determine in its discretion if and to what extent your STI Rights will vest. Any STI Rights that do not vest will automatically lapse (unless the Board resolves otherwise).</td></tr>
<tr><td>Vesting and Board Discretion</td><td>The number of STI Rights that have vested will be communicated to participants upon the Vesting Conditions applicable to those STI Rights having been satisfied or waived.

Subject to the ASX Listing Rules, the Board also has the discretion to waive in whole or in part the Vesting Conditions.

STI Rights will lapse if a Vesting Condition is not able to be achieved, except as otherwise provided for by the Plan or this Invitation.</td></tr>
<tr><td>Exercise of Vested STI Rights</td><td>A holder may exercise vested STI Rights by lodging with the Company, before the Expiry Date, a completed Exercise Notice specifying the number of vested STI Rights being exercised.</td></tr>
<tr><td>Expiry Date</td><td>31 July 2027</td></tr>
<tr><td>Acquisition of Share or Cash</td><td>On receipt of a valid Exercise Notice, the Company will, in compliance with applicable law and the Plan, issue or transfer a Share to the holder or, in the Board's</td></tr>
</table>

Term	Description
Payment	discretion, make a Cash Payment to the holder, for each vested STI Right validly exercised, subject to any adjustment under the Plan. Shares issued or transferred on the exercise of STI Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.
Disposal Restrictions	STI Rights may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, except in Special Circumstances (as defined in the Plan).
Quotation of Shares	The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.
Ceasing employment, engagement or office	Notwithstanding the Plan, but subject to applicable laws and ASX Listing Rules, and except and to the extent otherwise resolved by the Board in its sole and absolute discretion, if you cease to be an Eligible Participant (as defined in the Plan) (eg by ceasing employment or engagement by the Company): (a) any unvested STI Rights will lapse unless the Board otherwise resolves in its discretion; and (b) any vested STI Rights that are not exercised will be retained.
Change of Control	Notwithstanding the Plan, but subject to applicable laws and ASX Listing Rules, in the event a Change of Control occurs or the Board reasonably determines will occur, all unvested STI Rights will automatically vest in full. A "Change of Control" means: (a) a bona fide Takeover Bid (as defined in the Corporations Act) is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares; (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) for the purposes of, or in connection with, a scheme for the reconstruction of Company's or its amalgamation with any other company or companies; or (c) in any other case, an entity obtains Voting Power in the Company of at least 50.1% other than as a result of a Reconstruction of the Company.
Takeover Limitations	If the conversion of the STI Rights into the Shares would result in contravention of section 606(1) of the Corporations Act, then the conversion of STI Rights shall be into such number of Shares that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach. The holder shall give notification to the Company in writing if the conversion of STI Rights may result in the contravention of section 606(1) failing which the Company shall assume that the conversion of STI Rights will not result in any person being in contravention of section 606(1).
Forfeiture/ Lapse	Unless otherwise determined by the Board, STI Rights will lapse in certain circumstances including: (a) where the Board determines that any Vesting Condition applicable to the STI Rights cannot be satisfied (and is not waived); or

Term	Description
	(b) on the Expiry Date applicable to the STI Rights; (c) in certain circumstances if the Eligible Participant leaves; (d) if the Board determines that the STI Right is liable to clawback (see 'Misconduct and Clawback' below); and (e) where the Participant purports to dispose of the STI Rights or enter any arrangement in respect of the STI Rights, in breach of any disposal or hedging restrictions.
Participation and anti-dilution rights	STI Rights do not confer the right to participate in new issues of Shares or other securities in the Company. If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of a STI Rights holder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. A STI Right does not confer the right to a change in in the number of underlying securities over which the STI Right can be exercised.
No hedging	A Participant is prohibited from entering into arrangements to protect the value of unvested STI Rights. This includes entering into contracts to hedge the exposure to STI Rights or Shares granted.
Misconduct and Clawback	The Board has misconduct and clawback powers which it may exercise in circumstances including If the Board becomes aware of a material misstatement in the Company's financial statements, that a Participant has committed an act of fraud, negligence or gross misconduct or failed to comply with any restrictive covenant. The Board then may, amongst other rights, claw back or adjust any such STI Rights, and Shares acquired on exercise of STI Rights, at its discretion to ensure no unfair benefit is derived by the Participant.
Other	STI Rights do not entitle the holder to: (a) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (b) receive any dividends of the Company, whether fixed or at the Directors' discretion; (c) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; or (d) any right to participate in the surplus profits or assets of the Company upon a winding up. For all other terms and conditions, refer to the Plan.

Schedule 6 Valuation of STI Rights

The Company obtained an independent valuation from Moore Australia Corporation Finance Pty Ltd (**Moores**) of the STI Rights.

As the STI Rights contain a number of hurdles that are non-market based vesting conditions, Moores used a trinomial valuation model for the purposes of the valuation and applied a probability of nil or 100% to the valuation based on the likelihood of the hurdles being achieved.

Based on the assumptions below, Moores assessed the fair value of the STI Rights, as at the valuation date of 11 February 2026, as being $0.444 each.

	Ref	
Class	**1**	**STI Rights**
Valuation Date	**2**	11/02/2026
Performance Period- Start	**3**	1/07/2025
Performance Period- End	**4**	30/06/2026
Vesting Date	**5**	30/06/2026
Expiry Date	**6**	31/07/2027
Vesting Period	**7**	0.39
PR Life	**8**	1.47
Stock Price	**9**	0.475
Exercise Price	**10**	-
Dividends	**11**	0%
Employee Exit Rate	**12**	16%
Risk Free Rate	**13**	4.29%
Volatility	**14**	80%
Performance Hurdle	**15**	Continued employment and additional non-market hurdles during the performance period

1. *Class*: The group of STI Rights that share similar conditions.
2. *Valuation Date:* The valuation date is 11 February 2026.
3. *Performance Period-* Start: The date on which measurement of the STI Rights performance conditions commence.
4. *Performance Period- End:* The date on which measurement of the STI Rights performance conditions end.
5. *Vesting Date:* The date on which the STI Rights become eligible for exercise, subject to meeting the specified performance conditions.
6. *Expiry Date:* The date at which the STI Rights expire and are no longer active.

7. *Vesting Period:* The period between the valuation / issue and vesting date. During this period the STI Rights cannot be exercised, and the vesting conditions are measured.

8. *Option Life:* The period between the issue date and expiry of the STI Rights.

9. *Stock Price:* This is the close price of the underlying security one trading day prior to the valuation date.

10. *Exercise Price:* The STI Rights do not have an exercise price.

11. *Dividends:* Linq Minerals Limited at the time of valuation does not pay a dividend.

12. *Employee Exit Rate:* Moores used the research conducted in MCSI's "Entrenched Board" study conducted in 2015. Per this report the average director tenure within Australian ASX listed companies is 6.2 years which equates to a 16% annual employee exit rate. This adjustment to the option valuation is an international accounting rules adjustment, of which the domestic AASB will not allow for its inclusion.

13. *Risk Free Rate:* Moores have determined this based on the yields of Commonwealth bonds using the period which most closely corresponds to the maximum life of the STI Rights. The interest rates are measured as the closing rate on the Valuation date, with rates disclosed by the Reserve Bank of Australia. The closing yield applicable for a 2-year bond is 4.29%.

14. *Volatility:* For the STI Rights, a volatility between 80-100% has no material impact on the fair value of the rights.

Schedule 7 Terms of LTI Options

The material terms of the LTI Options are as follows. Please refer to Schedule 4 for a summary of the Plan:

Term	Description
LTI Options acquisition and issue price	LTI Options will be granted for nil consideration. An LTI Option is a right to be issued or transferred a Share, subject to the satisfaction (or waiver) of applicable Vesting Conditions and payment of the LTI Option Exercise Price (unless and to the extent the Board allows the use of the Cashless Exercise Facility).
Vesting Condition	Subject to the Plan, LTI Options that have not lapsed will vest and become exercisable on the date on which the Vesting Condition applicable to the LTI Options has been satisfied (or waived) or the date on which the LTI Options otherwise vest in accordance with the Plan or this Invitation. **Vesting Condition** The relevant Director remains employed or engaged by the Company Group (and are not serving a notice period) until 11 February 2028
Vesting and Board Discretion	The number of LTI Options that have vested will be communicated to participants upon the Vesting Condition applicable to the LTI Options having been satisfied or waived. Subject to the ASX Listing Rules, the Board also has the discretion to waive in whole or in part the Vesting Condition, LTI Options will lapse if a Vesting Condition is not able to be achieved, except as otherwise provided for by the Plan or this Invitation.
Exercise of Vested LTI Options	A holder may exercise vested LTI Options by lodging with the Company, before the Expiry Date, a completed Exercise Notice (as provided in Scheule 3) specifying the number of vested LTI Options being exercised and, except to the extent the Board approves the use of the Cashless Exercise Facility, payment to the Company in cleared funds of an amount equal to the LTI Option Exercise Price multiplied by the number of LTI Options which are being exercised.
Exercise Price	$0.73 being 143% of the 10 trading day VWAP of Shares on ASX up to and including the Acquisition Date of the LTI Options.
Expiry Date	11 February 2029
Acquisition of Share	On receipt of a valid Exercise Notice, and payment of the LTI Option Exercise Price (unless the Cashless Exercise Facility is used) the Company will, in compliance with applicable law and the Plan, issue or transfer a Share to the holder (or, if the Cashless Exercise Facility is used, the number of Shares determined under that facility) for each vested LTI Option validly exercised, subject to any adjustment under the Plan. Shares issued or transferred on the exercise of LTI Options will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.

Term	Description
Disposal Restrictions	LTI Options may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, except in Special Circumstances (as defined in the Plan).
Quotation of Shares	The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.
Ceasing employment, engagement or office	Notwithstanding the Plan, but subject to applicable laws and ASX Listing Rules, and except and to the extent otherwise resolved by the Board in its sole and absolute discretion, if you cease to be an Eligible Participant (eg by ceasing employment or engagement by the Company): (a) For Cause, any unvested LTI Options will lapse; and (b) other than For Cause, a pro-rata number of unvested LTI Options, based on the proportion of time that you remained an Eligible Participant during the performance period of 11 February 2026 to 11 February 2028 will vest with the remaining unvested LTI Options lapsing.
Change of Control	Notwithstanding the Plan, but subject to applicable laws and ASX Listing Rules, in the event a Change of Control occurs or the Board reasonably determines will occur, all unvested LTI Options will automatically vest in full. A "Change of Control" means: (a) a bona fide Takeover Bid (as defined in the Corporations Act) is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares; (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) for the purposes of, or in connection with, a scheme for the reconstruction of Company's or its amalgamation with any other company or companies; or (c) in any other case, an entity obtains Voting Power in the Company of at least 50.1% other than as a result of a Reconstruction of the Company.
Takeover Limitations	If the conversion of the LTI Options into the Shares would result in contravention of section 606(1) of the Corporations Act, then the conversion of LTI Options shall be into such number of Shares that would cause the contravention will be deferred until such time or times thereafter the conversion would not result in such a breach. The holder shall give notification to the Company in writing if the conversion of LTI Options may result in the contravention of section 606(1) failing which the Company shall assume that the conversion of LTI Options will not result in any person being in contravention of section 606(1).
Forfeiture/ Lapse	Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and LTI Options will lapse, in certain circumstances including: (a) where the Board determines that any Vesting Condition applicable to the LTI Options cannot be satisfied (and is not waived); or (b) on the Expiry Date applicable to the LTI Options; (c) in certain circumstances if the Eligible Participant leaves; (d) if the Board determines that the LTI Option is liable to clawback (see 'Misconduct and Clawback' below); and

Term	Description
	(e) where the Participant purports to dispose of the LTI Options or enter any arrangement in respect of the LTI Options, in breach of any disposal or hedging restrictions.
Participation and anti-dilution rights	LTI Options do not confer the right to participate in new issues of Shares or other securities in the Company. If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an LTI Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation. An LTI Option does not confer the right to a change in LTI Option Exercise Price or a change in the number of underlying securities over which the LTI Option can be exercised.
No hedging	A Participant is prohibited from entering into arrangements to protect the value of unvested LTI Options. This includes entering into contracts to hedge the exposure to LTI Options or Shares granted.
Misconduct and Clawback	The Board has misconduct and clawback powers which it may exercise in circumstances including If the Board becomes aware of a material misstatement in the Company's financial statements, that a Participant has committed an act of fraud, negligence or gross misconduct or failed to comply with any restrictive covenant. The Board then may, amongst other rights, claw back or adjust any such LTI Options, and Shares acquired on exercise of LTI Options, at its discretion to ensure no unfair benefit is derived by the Participant.
Other	LTI Options do not entitle the holder to: (a) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (b) receive any dividends of the Company, whether fixed or at the Directors' discretion; (c) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; or (d) any right to participate in the surplus profits or assets of the Company upon a winding up.
Tax Deferral	Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)¸ which enables tax deferral on LTI Options, will not apply (subject to the conditions in that Act) to LTI Options issued in response to this Invitation.
Australian Invitations	If this Invitation is made in Australia, it is being made under Division 1A of Part 7.12 of the Corporations Act as replaced or modified from time to time.

Schedule 8 Valuation of LTI Options

Based on the assumptions below, Moores assessed the fair value of the LTI Options, as at the valuation date of 11 February 2026, as being $0.151 each.

	Ref	
Class	**1**	**Directors**
Valuation Date	**2**	11/02/2026
Vesting Date	**3**	11/02/2028
Expiry Date	**4**	11/02/2029
Vesting Period	**5**	2.00
Option Life	**6**	3.00
Stock Price	**7**	0.475
Exercise Price	**8**	0.694
Dividends	**9**	0%
Employee Exit Rate	**10**	16%
Risk Free Rate	**11**	4.33%
Volatility	**12**	80%
Performance Hurdle	**13**	n/a

1. *Class*: The group of LTI Options that share similar conditions.
2. *Valuation Date:* The valuation date is 11 February 2026.
3. *Vesting Date:* The date on which the LTI Options become eligible for exercise, subject to meeting the specified performance conditions.
4. *Expiry Date:* The date at which the LTI Options expire and are no longer active.
5. *Vesting Period:* The period between the valuation / issue and vesting date. During this period the LTI Options cannot be exercised, and the vesting conditions are measured.
6. *Option Life:* The period between the issue date and expiry of the LTI Options.
7. *Stock Price:* This is the close price of the underlying security one trading day prior to the valuation date.
8. *Exercise Price:* The LTI Options have an exercise price of a 143% premium a 10-day VWAP of the share price.
9. *Dividends:* Linq Minerals Limited at the time of valuation does not pay a dividend.
10. *Employee Exit Rate:* Moores have used the research conducted in MCSI's "Entrenched Board" study conducted in 2015. Per this report the average director tenure within Australian ASX listed companies is 6.2 years which equates to a 16% annual employee exit rate. This adjustment to the option valuation is an international accounting rules adjustment, of which the domestic AASB will not allow for its inclusion.
11. *Risk Free Rate:* Moores have determined this based on the yields of Commonwealth bonds using the period which most closely corresponds to the maximum life of the LTI Options. The interest rates are measured as the closing rate on the Valuation date, with rates disclosed by the Reserve Bank of Australia. The closing yield applicable for a 3 & 5-year bond is 4.33% and 4.45% respectively.
12. *Volatility:* Moores considers 80% to be an appropriate volatility assumption for LNQ because it reflects the volatility disclosed in the company's IPO prospectus, which provides the only company-specific long-term estimate available and therefore acts as a natural anchor. LNQ has a limited trading history, which is insufficient for estimating volatility over the four-year option life, so we reference comparable explorers with at least four years of trading data, which imply materially higher volatilities of around 100%.

However, this 100% estimate reflects only a small subsample of ASX-listed explorers, so it is appropriate to take broader sector information into account. The S&P/ASX 300 Metals & Mining Index shows significantly lower volatility of approximately 40%, providing a diversified sector floor. Triangulating these inputs supports maintaining 80% as a balanced and defensible midpoint reflective of LNQ's characteristics.

LinQ Minerals Limited | ABN 94 665 642 820

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 **12:00pm (AWST) on Saturday, 28 March 2026,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

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://automic.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 LinQ Minerals Limited, to be held at **12:00pm (AWST) on Monday, 30 March 2026, at BDO Audit Pty Ltd, Level 9, Mia Yellagonga Tower, 5 Spring Street, 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
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, 11a, 11b, 12a, 12b, 13a, 13b, 13c, 13d, 13e, 14a, 14b, 14c, 14d, and 14e (except where I/we have indicated a different voting intention below) even though Resolutions 1, 11a, 11b, 12a, 12b, 13a, 13b, 13c, 13d, 13e, 14a, 14b, 14c, 14d, and 14e are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

	Resolutions	For	Against	Abstain
1	Remuneration Report			
2	Election of Director – Geoffrey Jones			
3	Election of Director – Evan Kirby			
4	Election of Director – John Holliday			
5	Appointment of Auditor at First AGM			
6	Ratification of Tranche 1 Placement Shares issued under Listing Rule 7.1			
7	Approval of Tranche 1 Placement Options			
8	Approval of Tranche 2 Placement Shares and Options			
9	Participation of Director in Tranche 2 Placement			
10	Approval of 10% Placement Facility			
11a	Approval to issue STI Rights to Executive Directors (or their nominees) under the Company's Incentive Plan – Clive Donner			
11b	Approval to issue STI Rights to Executive Directors (or their nominees) under the Company's Incentive Plan – Harrison Donner			
12a	Approval of Potential Termination Benefits in relation to Executive Director STI Rights – Clive Donner			
12b	Approval of Potential Termination Benefits in relation to Executive Director STI Rights – Harrison Donner			
13a	Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan – Clive Donner			
13b	Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan – Harrison Donner			
13c	Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan – John Holliday			
13d	Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan – Geoffrey Jones			
13e	Approval to issue LTI Options to Directors (or their nominees) under the Company's Incentive Plan – Evan Kirby			
14a	Approval of potential termination benefits in relation to Director LTI Options – Clive Donner			
14b	Approval of potential termination benefits in relation to Director LTI Options – Harrison Donner			
14c	Approval of potential termination benefits in relation to Director LTI Options – John Holliday			
14d	Approval of potential termination benefits in relation to Director LTI Options – Geoffrey Jones			
14e	Approval of potential termination benefits in relation to Director LTI Options – Evan Kirby			

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 of your communications despatched by the Company electronically (where legally permissible).

LNQ