28 October 2025

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxies

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Norfolk Metals Limited (ACN 652 438 385) (**Company**) will be held as follows:

Time and date:	4:00pm (WST) on Thursday, 27 November 2025
Location:	Unit 10, 85-87 Forrest Street Cottesloe WA 6011

<u>Notice of Meeting</u>

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

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

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

<u>Voting at the Meeting or by proxy</u>

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

- **Online:** www.investor.automic.com.au/#/loginsah using your secure access information or use your mobile device to scan the personalised QR code
- **By mail:** Automic GPO Box 5193 Sydney NSW 2011, Australia
- **In person:** Automic Level 5, 126 Phillip Street Sydney NSW 2000
- **By Email:** meetings@automicgroup.com.au
- **By fax:** +61 2 8583 3040

Your proxy voting instruction must be received by 4:00pm (WST) on Tuesday, 25 November 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

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

Authorised for release by:

Arron Canicais
Company Secretary
Norfolk Metals Limited

Norfolk Metals Limited

ACN 652 438 385

Notice of Annual General Meeting

Notice is given that the annual general meeting of the Company (**Meeting**) will be held at:

Time	4:00pm (AWST)
Date	Thursday, 27 November 2025
Place	Unit 10, 85-87 Forrest Street Cottesloe WA 6011

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of Annual General Meeting

Notice is given that the annual general meeting of Norfolk Metals Limited (ACN 652 438 385) (**Company**) will be held at 4:00pm (AWST) on Thursday, 27 November 2025 at Unit 10, 85-87 Forrest Street, Cottesloe WA 6011.

Agenda

Annual Report

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

Resolutions

1 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding 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 set out in the Annual 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.

Voting exclusion: In accordance with sections 250BD, 250R and 250V of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member, subject to the applicable exceptions described in this Notice.

2 Re-election of Director – Mr Leonardo Pilapil

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

> *"That Mr Leonardo Pilapil, who retires by rotation in accordance with clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, and, being eligible and offering himself for re-election, is re-elected as a Director as described in the Explanatory Statement."*

3 Re-election of Director – Mr David Fowler

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

> "*That, in accordance with clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr David Fowler, a Director who was casually appointed on 2 October 2025, retires and, being eligible, is elected as a Director as described in the Explanatory Statement.*"

4 Approval of the Additional 10% Placement Capacity

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

> "*That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities under the Additional 10% Placement Capacity as described in the Explanatory Statement.*"

5 Approval to issue Shares to Related Party – Transcendence

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

> "*That, pursuant to and in accordance Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 760,209 Operator Fee Shares to Transcendence (or its nominees) as described in the Explanatory Statement.*"

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Transcendence (and its 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 Company) or any of his respective associates.

Voting exclusions and exceptions

Where a voting exclusion and / or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and / or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1 and 5	A person (voter) described in the voting prohibition may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in the voting exclusion and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5	The voting exclusion does not apply to a vote cast in favour of the Resolution by: (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 4:00pm (AWST) on Tuesday, 25 November 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

(a) Votes at the Meeting may be given personally or by proxy, attorney or representative.

(b) A proxy need not be a Shareholder of the Company.

(c) The Proxy Form sent with this Notice should be used for the Meeting.

(d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

(e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.

(f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.

(g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the

Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.

(h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.

(i) A member of the Key Management Personnel (which includes each Director) will not be able to vote as proxy on Resolutions 1 and 5 (**Relevant Resolution**) unless the Shareholder directs it how to vote or, in the case of the Chair, unless the Shareholder expressly authorises the Chair to do so.

(j) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on the Relevant Resolution.

(k) If a Shareholder intends to appoint the Chair as its proxy for the Relevant Resolution, the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolution 1 (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of a member of the Key Management Personnel.

(l) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic Share Registry:

   (i) by post to GPO Box 5193, Sydney NSW 2001;

   (ii) by hand at Level 5, 126 Phillip Street, Sydney NSW 2000;

   (iii) online at https://investor.automic.com.au/#/loginsah; or

   (iv) by facsimile to +61 2 8583 3040,

   so that they are received no later than 48 hours before the commencement of the Meeting.

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

(n) If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on the Relevant Resolution by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.

Arron Canicais
Company Secretary

28 October 2025

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

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

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

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

1 General

1.1 Access to Notice

In accordance with section 110D of the Corporations Act, this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed and downloaded via:

- the Company's website at https://norfolkmetals.com.au/asx-announcements/;
- the Company's ASX platform at www2.asx.com.au/markets/company/nfl; and
- if the Shareholder has nominated an email address and elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

1.2 Board recommendations

To the extent it can, each Director recommends that Shareholders vote in favour of each Resolution.

2 Annual Report

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

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

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

(a) discuss the Annual Report which is available online at https://norfolkmetals.com.au/;

(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 5 business days before the Meeting to the Company Secretary at the Company's registered office.

3 Resolution 1 – Remuneration Report

3.1 Overview

Subsection 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company. 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.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

3.2 Voting consequences

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. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

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.

3.3 Previous voting results

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

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

Resolution 1 is an ordinary resolution. The Board encourages Shareholders to vote on the adoption of the Remuneration Report.

4 Resolution 2 – Re-election of Director – Mr Leonardo Pilapil

4.1 General

Clause 15.2 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down).

The Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

A Director who retires in accordance with clause 15.2 of the Constitution is eligible for re-election.

As at the date of this Notice, the Company has 3 Directors and accordingly, one Director must retire.

Mr Leonardo Pilapil was appointed on 30 July 2021 and has held office the longest since being last elected. Accordingly, Mr Pilapil retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If Shareholders approve Resolution 2, the Board considers Mr Pilapil to be an independent director, notwithstanding that he holds a relevant interest in the following securities:

Related Party	Shares	Unquoted Options	Quoted Options[1]	Performance Rights
Leo Pilapil	Nil	1,280,000[2]	333,333	450,000[3]

Notes:

1 Options exercisable at $0.30 on or before 29 June 2026 trading as NFLO (**NFLO Quoted Options**).

2 Comprising:

(a) 500,000 unquoted Options exercisable at $0.25 on or before 18 November 2026 held indirectly through Worldview Investments Pty Ltd ATF Primavera Fresh Family Trust, of which Leo Pilapil is a registered beneficiary of the Primavera Fresh Family Trust;

(b) 330,000 unquoted Options exercisable at $0.30 on or before 29 November 2026 held directly by Leo Pilapil; and

(c) 450,000 unquoted options exercisable at $0.20 on or before 28 September 2028 held directly by Leo Pilapil.

3 Comprising:

(a) 225,000 Class A Performance Rights; and

(b) 225,000 Class B Performance Rights,

subject to the milestones and terms and conditions set out in Schedule 4 of the Company’s Notice of Meeting released on the Company’s ASX announcements platform on 27 August 2025.

The Board considers that the number of Securities that Mr Pilapil’s holds a relevant interest in is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Pilapil's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole.

Resolution 2 is an ordinary resolution.

The Board (other than Mr Pilapil) recommends that Shareholders vote in favour of Resolution 2 for the following reasons:

(a) Mr Pilapil has the necessary level of experience which is relevant to the Company's phase of growth. This includes extensive experience in geology;

(b) Mr Pilapil is well known in the industry for his strong leadership and focus on delivering shareholder returns; and

(c) Mr Pilapil is the only current independent director and provides valuable contributions and insight at the Board level.

4.2 Mr Leonardo Pilapil

Mr Pilapil has over 30 years’ experience as a Geoscientist and 3 years as a Financial Planner. As a geoscientist, he has held Director Positions for several junior companies in Australia, Africa and Turkey, mainly responsible for technical project evaluations, project acquisitions, project management and business development. Mr Pilapil was responsible for the discovery of the Harlequin Gold Deposit (1Moz) under salt lake conditions in Norseman WA Australia and has also been responsible for the mine extensions and discoveries of several ore deposits in Australia, Africa, Turkey and more recently in Laos PDR. He has developed an expertise in ‘Prospect to Mine’ process through his vast experience in exploration and mining.

In the last 18 years, Mr Pilapil has been working as a Geological Consultant for various companies around the world including Aditya Birla (Australia), Alacer Gold Corporation (Turkey), African Uranium (Namibia, Africa) and NIKKI Lao (Laos PDR). In the past 7 years, combining his sound business knowledge, Mr Pilapil established drilling companies in Turkey and Laos PDR servicing several major exploration and mining companies to complement the acquisition of his own personal projects.

Mr Pilapil has not held directorships in any listed companies in the past 3 years.

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

5 Resolution 3 – Election of Director – Mr David Fowler

5.1 General

Clause 15.4 of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or 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, other than a Managing Director, so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board after an entity's admission to the Official List must not hold office (without re-election) past the next annual general meeting.

On 2 October 2025, Mr Fowler was casually appointed as a Non-Executive Director of the Company.

Accordingly, Mr Fowler resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

If elected, Mr Fowler is not considered to be an independent Director, as Mr Fowler was a vendor of the Carmen Copper Project (the Company's principal asset) and retains an ongoing interest in Transcendence, such that the Board does not consider him to be free from business or other relationships which could materially interfere with, or could reasonably be perceived to interfere with, the independent exercise of his judgment.

Resolution 3 is an ordinary resolution.

The Board (other than Mr Fowler) recommends that Shareholders vote in favour of Resolution 3 for the following reasons:

(a) Mr Fowler has the necessary level of experience which is relevant to the Company's phase of growth. This includes extensive experience in exploration, project development, and corporate transactions in the resources sector, both in Australia and internationally;

(b) Mr Fowler has been directly involved in the origination and structuring of the Carmen Copper Project and brings valuable technical knowledge and commercial insight into the Project, which is the Company's principal asset;

(c) Mr Fowler is well known in the industry for his strong leadership and focus on delivering shareholder returns; and

(d) while Mr Fowler is not considered independent due to his vendor relationship with the Carmen Copper Project, he nevertheless provides valuable contributions and insight at the Board level.

5.2 Mr David Fowler

Mr Fowler brings 35 years of financial & mining industry experience with a decade of operational experience in Chile; also speaking fluent Spanish.

As a Director and the CFO at Merdeka Copper Gold, Mr Fowler has been instrumental in funding the growth of the group from a single asset gold project into a multi-commodity business with an enterprise value of US$9 Billion in 2024. He has led debt & equity funding processes to raise more than US$400m in equity and US$4B in debt funding during this time. Mr Fowler has worked in numerous other executive roles including CEO of Orosur Mining, a South American focused gold company producing 100,000 ounces of gold per annum and Finders Resources Limited that operated the 20,000-tonne per annum Wetar copper heap leach project.

Mr Fowler has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status

Pt Merdeka Copper Gold Tbk (IDX. MDKA)	December 2014	Current
Pt Merdeka Gold Resources Tbk (IDX. EMAS)	June 2025	Current

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

6 Resolution 4 – Approval of the Additional 10% Placement Capacity

6.1 General

Listing Rule 7.1A provides that an 'eligible entity' may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**Additional 10% Placement Capacity**) without using that company's existing 15% annual placement capacity under Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Company is seeking approval under Resolution 4 to have the flexibility to issue additional Equity Securities under the Additional 10% Placement Capacity. As at the date of this Notice, no decision has been made by the Company to undertake any issue of Equity Securities under the Additional 10% Placement Capacity if Shareholders approve this Resolution.

Resolution 4 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the Additional 10% Placement Capacity during the Additional 10% Placement Period (refer to section 6.3(a) below). The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 4 is passed, the Company will effectively be able to issue equity securities up to a combined annual placement capacity of 25% under Listing Rules 7.1 and 7.1A (subject to certain restrictions) without necessarily requiring prior Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the Additional 10% Placement Capacity to issue equity securities without Shareholder approval. This means the Company will only have access to the 15% annual placement capacity for issuing equity securities without necessarily requiring prior Shareholder approval under Listing Rule 7.1.

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

6.2 Listing Rule 7.1A

(a) **Eligible Entity**

Under the Listing Rules, an 'eligible entity' is an entity which, as at the date of the relevant resolution, is not included in the S&P / ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than $300 million. The Company has a market capitalisation of approximately $15,000,000 and is currently an 'eligible entity'.

(b) **Special resolution**

Resolution 4 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).

(c) **Type of Securities which may be issued**

Any Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue two (2) quoted classes of Equity Securities, being Shares and Listed Options.

(d) **Interaction with Listing Rule 7.1**

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Therefore, approval of this Resolution will enable the Company to issue Equity Securities under Listing Rule 7.1A without using its placement capacity under Listing Rule 7.1.

(e) **Effect of Resolution 4**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the Additional 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

6.3 Information required by Listing Rule 7.3A

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

(a) **Effective period**

Shareholder approval of the Additional 10% Placement Capacity is valid from the date of the Meeting and expires on the earlier of:

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

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

(iii) the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (change involving main undertaking),

(**Additional 10% Placement Period**).

(b) **Minimum issue price**

The issue price of each Equity Security issued under the Additional 10% Placement Capacity must be not less than 75% of the volume-weighted average market price for securities in that 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; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 6.3(b)(i) above, the date on which the Equity Securities are issued,

(**Minimum Issue Price**).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(c) **Purpose of issue**

The Company may only issue Equity Securities under the Additional 10% Placement Capacity for cash consideration, which it may do to fund any one or more of the following:

(i) general working capital expenses;

(ii) activities associated with its current assets;

(iii) repayment of debt; and

(iv) acquisition and investment in new assets (including associated expenses).

The Company will disclose this information when Equity Securities are issued under the Additional 10% Placement Capacity.

(d) **Economic and voting dilution risks**

If Equity Securities are issued under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution of Shareholders, including:

(i) the market price for Equity Securities in the class of securities issued under the Additional 10% Placement Capacity may be significantly lower on the issue date than on the date of approval under Listing Rule7.1A (i.e. the date of the Meeting); and

(ii) the Equity Securities may be issued under the Additional 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

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

The table below illustrates:

(i) the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice (**Variable A**);

(ii) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (e.g. a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and

(iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 10 October 2025.

Number of Shares on issue (Variable 'A' in Listing Rule 7.1A2)	Issue price per Share			
		$0.10 (50% decrease)	**$0.20 (current)**	**$0.30 (50% increase)**
80,040,932 (current)	**Shares issued – 10% voting dilution**	8,004,093	8,004,093	8,004,093
	Funds raised	$800,409	$1,600,819	$2,401,228
120,061,398 (50% increase)	**Shares issued – 10% voting dilution**	12,006,140	12,006,140	12,006,140
	Funds raised	$1,200,614	$2,401,228	$3,601,842
160,081,864 (100% increase)	**Shares issued – 10% voting dilution**	16,008,186	16,008,186	16,008,186
	Funds raised	$1,600,819	$3,201,637	$4,802,456

Notes:

1 There are currently 80,040,932 Shares on issue (including Shares subject to escrow).

2 The issue price used is the closing price of the Shares on the ASX on 10 October 2025.

3 The Company issues the maximum possible number of Equity Securities under the Additional 10% Placement Capacity.

4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

5 The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes new Options, it is assumed that those new Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

6 The calculations do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

7 This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

8 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%.

(e) **Allocation policy**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders and, if so, the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

(i) prevailing market conditions;

(ii) the purpose for the issue of the Equity Securities;

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

(iv) impacts of the placement on control;

(v) other methods of raising capital; and

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

Recipients may include existing Shareholders or new investors, but not persons who are related parties who would otherwise require Shareholder approval under Listing Rule 10.11.

(f) **Previous approval and issues under Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2024.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 5,204,093 Equity Securities under Listing Rule 7.1A.2. This represents 12.72% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in Schedule 1.

(g) **Voting exclusion statement**

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

7 Resolution 5 – Approval to issue Shares to Related Party – Transcendence

7.1 Background

As announced on 31 March 2025, the Company entered into a binding earn-in and option agreement with Transcendence and Transcendentia in respect of the Carmen Copper Project in northern Chile (**Earn-In Agreement**). Under the Earn-In Agreement, the Company has the right to earn up to a 70% interest in Transcendentia by sole funding $3,000,000 in exploration expenditure over a 36-month period (**Stage 1 Earn-In**).

Pursuant to the Earn-In Agreement, Transcendentia was appointed as the operator during the Stage 1 Earn-In period. In this capacity, Transcendentia is entitled to charge a monthly operator fee comprised of (together, the **Operator Fee**):

(a) a fixed component of $20,000; and

(b) a variable component equal to 3% of all exploration expenditure incurred under an approved programme and budget.

The Operator Fee is deemed to be exploration expenditure for the purposes of satisfying the Stage 1 Earn-In commitments.

On or about 10 June 2025, the parties entered into a deed of variation to the Earn-In Agreement (**Variation Deed**). Pursuant to the Variation Deed, the Company may elect to satisfy its obligation to pay the Operator Fee through the issue of Shares (**Operator Fee Shares**).

For the first six months of the Stage 1 Earn-In period, the Company may elect to issue Operator Fee Shares to Transcendence (or its nominee) in whole or in part in lieu of cash payment of the Operator Fee. Thereafter, any further issue of Operator Fee Shares is subject to mutual agreement between the parties and Shareholder approval. The number of Operator Fee Shares to be issued is calculated by dividing the Operator Fee payable for the relevant month by the volume-weighted average price (**VWAP**) of the Company's Shares traded on ASX during that month.

The number of Operator Fee Shares to be issued to Transcendence (or its nominee) has been determined as follows: for each month following the commencement of the Stage 1 Earn-In period, being 13 June 2025, the Operator Fee payable for that month (being $20,000 plus 3% of exploration expenditure for that month) is divided by the VWAP of the Company's Shares traded on ASX during that month. This calculation produces a different deemed issue price for each month and therefore a different number of Operator Fee Shares for each monthly period. A summary of the Operator Fee, the applicable VWAP and the resulting number of Operator Fee Shares for each month is set out in section 7.5(d) below.

Accordingly, the Company is seeking Shareholder approval under Resolution 5 to issue 760,209 Operator Fee Shares to Transcendence (or its nominee) in satisfaction of the Operator Fee payable under the Earn-In Agreement (as varied).

7.2 General

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of up to 760,209 Shares (**Operator Fee Shares**) to Transcendence (or its nominees) arising from the Company's obligation to pay the Operator Fee under the Earn-In Agreement (as varied by the Variation Deed).

Transcendence is an entity controlled by Non-Executive Director, David Fowler. Accordingly, the Company will be seeking Shareholder approval to issue the 760,209 Operator Fee Shares for the purposes of ASX Listing Rule 10.11.

Resolution 5 is an ordinary resolution.

The Board (other than Mr Fowler who have a material personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 5.

7.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

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

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

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

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

Transcendence is a related party of the Company by virtue of being an entity controlled by Mr David Fowler, a Director of the Company. As the proposed issue of Operator Fee Shares involves the issue of securities to a related party of the Company in satisfaction of the Operator Fee payable under the Earn-In Agreement (as varied), Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed the Company will be able to proceed with the issue of the Operator Fee Shares to Transcendence (or its nominees) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Operator Fee Shares to Transcendence (or its nominees) and the Company will need to pay the Operator Fee in cash.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Operator Fee Shares to Transcendence (or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

7.5 Specific information required by Listing Rule 10.13

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

(a) the Operator Fee Shares will be issued to Transcendence (or its nominees);

(b) Transcendence is a related party of the Company by virtue of being an entity controlled by Mr David Fowler, a Director of the Company, and falls into the category stipulated by Listing

Rule 10.11.1. In the event that the Operator Fee Shares are issued to nominee of Transcendence, those persons will fall into the category stipulated by Listing Rule 10.11.4;

(c) the maximum number of Operator Fee Shares to be issued to Transcendence is 760,209;

(d) the deemed issue price of the Operator Fee Shares will be the VWAP of the Company's Shares traded on ASX during the relevant month in which the Operator Fee arises. As the Operator Fee is payable during the period from 13 June 2025 to 30 September 2025, the deemed issue price will vary for each month. The table below sets out, for each relevant month, the Operator Fee amount, the applicable VWAP (to be determined), and the corresponding number of Operator Fee Shares to be issued:

Month	Operator Fee Amount (AUD)	VWAP ($/Share)	Number of Operator Fee Shares to be Issued[1]
June[2]	$8,667 + 3% of exploration spend	$0.1217	150,012 Operator Fee Shares
July	$20,000 + 3% of exploration spend	$0.143	219,405 Operator Fee Shares
August	$20,000 + 3% of exploration spend	$0.1563	243,439 Operator Fee Shares
September	$20,000 + 3% of exploration spend	$0.1566	147,353 Operator Fee Shares

Notes:

1 Number of Operator Fee Shares to be issued is calculated by dividing the Operator Fee payable for the month by the VWAP for that month.

2 For the period from the commencement of the Stage 1 Earn-in Period, being 13 June 2025, until 30 June 2025.

(e) the Operator Fee Shares 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);

(f) the Operator Fee 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 Operator Fee Shares;

(g) no funds will be raised since the Operator Fee Shares are being issued in satisfaction for the Operator Fee payable under the Earn-In Agreement (as varied);

(h) the Operator Fee Shares are being issued under the Earn-in Agreement (as varied by the Variation Deed), a summary of which is included in section 7.1 above; and

(i) a voting exclusion statement is included in the Notice.

7.6 Chapter 2E of the Corporations Act

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

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

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

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

The proposed issue of Operator Fee Shares constitutes the giving of a financial benefit and Transcendence is a related party of the Company by virtue of being an entity controlled by Mr David Fowler, a Director of the Company.

The Board (other than Mr Fowler who has a material personal interest in the outcome of Resolution 5) considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of the Operator Fee Shares, on the basis that the Operator Fee Shares are being issued in satisfaction of a genuine contractual obligation under the Earn-In Agreement (as varied by the Variation Deed), and the terms of that arrangement are considered to be reasonable in the circumstances and were negotiated on an arm's length basis.

Definitions

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

$ or A$ means Australian Dollars.

Additional 10% Placement Capacity has the meaning given in section 6.1.

Additional 10% Placement Period has the meaning given in section 6.3(a).

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Auditor's Report means the auditor's report on the Financial Report.

AWST means Western Standard Time being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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 Norfolk Metals Limited (ACN 652 438 385).

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.

Earn-In Agreement means the binding earn-in agreement entered into between the Company and Transcendence, as summarised in section 7.1.

Earn-In Period means the 36-month period commencing on the Stage 1 Commencement Date, during which the Company may complete the Stage 1 Earn-In.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement 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 meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes 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, 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.

Listed Option means the quoted class of Options (ASX: NFLO) on issue in the Company, with an exercise price of $0.30 each and expiring on 29 June 2026.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Minimum Issue Price has the meaning given in section 6.3(b).

Notice means this notice of annual general meeting.

Official List means the official list of ASX.

Operator Fee means the monthly fee payable to Transcendentia in its capacity as Operator under the Earn-In Agreement (as varied), being $20,000 per month plus 3% of all exploration expenditure incurred under an approved programme and budget, as described in section 7.1.

Operator Fee Shares means Shares issued to Transcendence (or its nominee) in satisfaction of the Operator Fee, calculated in accordance with the Earn-In Agreement (as varied) by dividing the relevant Operator Fee payable for a month by the VWAP of the Company's Shares for that month, as described in section 7.1.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to or accompanying 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.

Securities means any Equity Securities of the Company (including Shares, Listed Options and Options).

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

Shareholder means the holder of a Share.

Spill Meeting has the meaning given in section 3.2.

Stage 1 Commencement Date means the date on which all conditions precedent to the Earn-In Agreement are satisfied or waived, being 13 June 2025, triggering the commencement of the Earn-In Period.

Stage 1 Earn-In means the Company's right to acquire a 70% interest in the issued share capital of Transcendentia by sole funding $3,000,000 in exploration expenditure at the Carmen Copper Project within the Earn-In Period, pursuant to the terms of the Earn-In Agreement.

Stage 1 Earn-In Period means the 36-month period commencing on the Stage 1 Commencement Date, being 13 June 2025, during which the Company may incur exploration expenditure of up to A$3,000,000 to earn a 70% interest in Transcendentia in accordance with the terms of the Earn-In Agreement (as varied).

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.

Transcendence means Transcendence Mining Pty Ltd (ACN 679 516 753) as trustee for the Transcendence Unit Trust.

Transcendentia means Transcendentia Mining Pty Ltd (ACN 681 686 797), a wholly owned subsidiary of Transcendence, in which the Company has the right to earn an interest pursuant to the Earn-In Agreement.

Variation Deed means the deed of variation to the Earn-In Agreement dated 10 June 2025 (as amended, supplemented or replaced from time to time), as described in section 7.1

VWAP means volume weighted average market price.

Schedule 1 – Equity Securities issued in the previous 12 months under Listing Rule 7.1A.2

In accordance with Listing Rule 7.3A.6, details of each issue of or agreement to issue Equity Securities under Listing Rule 7.1A.2 by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Issue Date	Number of Securities	Security Type	Recipients of Securities / Basis on which recipients were identified or selected	Issue price and details of any discount to the Market Price[1] (if applicable) on the issue / agreement date	Cash consideration received and use of funds
4 August 2025	5,204,093	Shares	Sophisticated and professional investors under the Tranche 1 Placement, who were selected in collaboration with the Lead Manager, JP Equity Partners Pty Ltd.	$0.125 per Share, representing a discount of approximately 16.67% below the Market Price on the announcement date of the Placement on 28 July 2025.	A total of $1,626,279.13 (before costs) was raised under the Tranche 1 Placement, whereby $650,511.63 (before costs) was raised through the portion of Tranche 1 Placement Shares issued under Listing Rule 7.1A. The funds raised were to be contributed towards the Stage 1 Earn-in for the Carmen Copper Project, costs of the Tranche 1 Placement and general working capital purposes. The Company has spent $63,000 of the funds raised pursuant to Listing Rule 7.1A. The remaining funds raised under the Tranche 1 Placement will be allocated towards exploration expenditure at the Carmen Copper Project.

Notes:

1 "Market Price" means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

NORFOLK METALS LTD.

Proxy Voting Form

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

Norfolk Metals Limited | ABN 38 652 438 385

Your proxy voting instruction must be received by **4:00pm (AWST) on Tuesday, 25 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

https://automicgroup.com.au

PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Norfolk Metals Limited, to be held at **4:00pm (AWST) on Thursday, 27 November 2025 at Unit 10, 85-87 Forrest Street, Cottesloe WA 6011** 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 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 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	Re-election of Director – Mr Leonardo Pilapil			
3	Re-election of Director – Mr David Fowler			
4	Approval of the Additional 10% Placement Capacity			
5	Approval to issue Shares to Related Party – Transcendence			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

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

AUTOMIC

NFL