
NT MINERALS LIMITED
ACN 059 326 519
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (AWST)

DATE: 20 May 2026

PLACE: Ground Floor, 589 Hay Street, Jolimont WA 6014

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (AWST) on 18 May 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF AGREEMENT TO ISSUE CONSIDERATION SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 150,000,000 Shares to the Sellers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE A PERFORMANCE RIGHTS

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 50,000,000 Performance Rights to the Sellers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE B PERFORMANCE RIGHTS

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 100,000,000 Performance Rights to the Sellers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE C PERFORMANCE RIGHTS

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 250,000,000 Performance Rights to the Sellers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE PROTRACK SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Shares to Protrack (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL TO ISSUE SIDEBAR SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Shares to Sidebar (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:

- (a) every 15 Shares be consolidated into 1 Share; and*
- (b) every 15 Performance Rights be consolidated into 1 Performance Right, with fractional entitlements over 0.5 rounded up to the nearest whole Security."*

Dated: 20 April 2026

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of the Agreement to Issue Consideration Shares	The Sellers or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Approval to Issue Tranche A Performance Rights	The Sellers or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 3 – Approval to Issue Tranche B Performance Rights	The Sellers or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to Issue Tranche C Performance Rights	The Sellers or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to Issue Protrack Shares	Protrack or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval to Issue Sidebar Shares	Sidebar or any other person who is 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 holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (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 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 by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9362 9888.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS

1.1 General

The Company has entered into a binding term sheet (**Acquisition Agreement**) to acquire 100% of the issued capital of Slipstream Paynes Find Pty Ltd (**Slipstream**) from the shareholders of Slipstream, comprising Slipstream Resources Pty Ltd, Scimitar Investments Pty Ltd and Anitra Rose Rechner (together, the **Sellers**) (**Acquisition**).

Slipstream holds 100% interest in the Endeavour Project which comprises of the package of tenements in the Murchison region of Western Australia, as set out in Schedule 1 (**Tenements**).

The Acquisition is a key component of the Company's plan to satisfy the conditions to reinstatement of its securities to official quotation on ASX (**Reinstatement Conditions**). Shareholders should refer to the Company's ASX announcement dated 13 April 2026 titled "Proposed Acquisition of Slipstream Paynes Find and Update on Reinstatement to Official Quotation" (**Announcement**) for further details regarding the Acquisition, the Reinstatement Conditions and the Company's corporate update.

In addition to the Acquisition, and subject to Shareholder approval, the Company intends to consolidate the Company's issued capital on a 15:1 basis (**Consolidation**) (the subject of Resolution 7).

1.2 Acquisition

The material terms and conditions of the Acquisition Agreement are set out in the table below.

Consolidation	Subject to the Company obtaining shareholder approval (the subject of Resolution 7), the Company intends to undertake a consolidation of its issued capital. The Consideration under the Acquisition Agreement has been agreed on a pre-consolidated basis and, if the consolidation occurs before Settlement the Consideration will be adjusted and calculated on a post-consolidation basis.
Consideration	Subject to Settlement, the Buyer must pay or issue to (as applicable) the Sellers (or their nominees) the following in consideration for the Acquisition (Consideration): (a) at Settlement, A\$25,000 in cash; (b) at Settlement, A\$300,000 worth of Shares calculated using the 20-day volume weighted average price (VWAP) for the 20 trading days on ASX of Shares prior to the date of execution of this Term Sheet (Consideration Shares); (c) subject to Buyer shareholder approval, within 5 Business Days of the date that is 12 months from the Execution Date (the First Anniversary Date), \$300,000 worth of Shares at a deemed issue price of equal to the higher of \$0.002 (on a pre-consolidation basis) and the 20-day VWAP for Shares traded on ASX up to the date that is 5 trading days prior to the First Anniversary Date (Anniversary Shares); (d) 50,000,000 performance rights (on a pre-consolidation basis) which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of either:

	(i) a JORC Code (2012 Edition) (JORC) defined Inferred Mineral Resource of no less than 50,000oz Au-equivalent within the Tenements; or (ii) a JORC defined Inferred Mineral Resource of at least 5Mt @ 0.75% total rare earth oxide (TREO) in hard rock or 0.025% TREO in clay at the Tenements, (Tranche A Performance Rights); (e) 100,000,000 performance rights (on a pre-consolidation basis) which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of either (i) a JORC defined Inferred Mineral Resource of no less than 100,000oz Au-equivalent within the Tenements; or (ii) a JORC defined Inferred Mineral Resource of at least 10Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements, (Tranche B Performance Rights); (f) 250,000,000 performance rights (on a pre-consolidation basis) which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of either: (i) a JORC defined Inferred Mineral Resource of no less than 250,000oz Au-equivalent within the Tenements; or (ii) a JORC defined Inferred Mineral Resource of at least 20Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements, (Tranche C Performance Rights). The terms and conditions of the Performance Rights are set out in Schedule 2.
Settlement	Settlement is conditional on: (a) the Company obtaining any necessary shareholder, statutory and regulatory approvals and/or waivers required to complete the Acquisition and to perform obligations under the Acquisition Agreement including seeking shareholder approval to issue Shares contemplated under the Acquisition Agreement; (b) receiving confirmation from the ASX that it has no objection to the Reinstatement Conditions having been satisfied and that, other than completion of the Slipstream acquisition, there are no further outstanding reinstatement requirements; and (c) completion of financial, legal and technical due diligence by the Company to its absolute satisfaction, with the conditions required to be satisfied or waived by 18 June 2026.

Expenditure

Following Settlement, the Company has agreed to spend at least A\$500,000 per year for 3 years on exploration programs at the Tenements.

The Acquisition Agreement also contains customary provisions for a transaction of this nature, including warranties, exclusivity, maintenance of the status quo pending Settlement, and restrictions on the Sellers and their associates acquiring competing mineral interests.

2. RESOLUTION 1 – RATIFICATION OF AGREEMENT TO ISSUE CONSIDERATION SHARES

2.1 General

As summarised in Section 1.2, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue an aggregate of 150,000,000 Consideration Shares to the Sellers (or their nominee(s)) under the Acquisition Agreement.

2.2 Listing Rule 7.1

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

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part 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 date of the issue.

2.3 Listing Rule 7.4

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. If they do, 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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue. Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were identified/selected	The Shares will be issued to the Sellers (or their nominee(s)) in accordance with the Acquisition Agreement. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities to be issued	The Company has agreed to issue 150,000,000 Shares under the Acquisition Agreement.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued.	It is intended that the Shares 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 the issue of the Shares will occur on the same date.
Price or other consideration the Company received for the Securities	The Shares will be issued at a nil issue price, in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement.
Summary of material terms of agreement to issue	The Shares have been agreed to be issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 1.2.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue will not breach Listing Rule 7.1.

3. RESOLUTIONS 2 TO 4 – APPROVAL TO ISSUE PERFORMANCE RIGHTS

3.1 General

These Resolutions seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 400,000,000 Performance Rights in consideration for the Acquisition summarised in Section 1.2.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue as it will be a breach of the Acquisition Agreement. In this circumstance, the Company will be unable to satisfy the Reinstatement Conditions and will be automatically removed from the Official List on 18 June 2026, unless an extension of the automatic removal date is granted by ASX.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons	The Sellers (or their nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
were or will be identified/selected	
Number of Securities and class to be issued	400,000,000 Performance Rights will be issued.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 3 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than three 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).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price, in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement.
Summary of material terms of agreement to issue	The Performance Rights are being issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 5 – APPROVAL TO ISSUE PROTRACK SHARES

4.1 General

The Company entered into a services agreement with Protrack dated 2 April 2026 for the provision of accounting, financial and consultancy services to the Company (**Protrack Agreement**).

Pursuant to the Protrack Agreement, the Company will pay Protrack a base fee of \$7,500 per month (plus GST).

The Protrack Agreement otherwise contains terms and conditions considered standard for an agreement of its kind.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 25,000,000 Shares to Protrack as part settlement of outstanding fees for accounting, financial and consultancy services provided to the Company during 1 February 2026 to 31 January 2027 pursuant to the Protrack Agreement.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the issue 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.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Protrack (or their nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	25,000,000 Shares will be issued.
Terms of Securities	The 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 3 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three 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).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a deemed issue price of \$0.002 per Share as part settlement of outstanding fees for accounting, financial and consultancy services provided to the Company during 1 February 2026 to 31 January 2027.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Protrack Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Protrack Agreement, a summary of the material terms of which is set out in Section 4.1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 6 – APPROVAL TO ISSUE SIDEBAR SHARES

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 30,000,000 Shares to Sidebar in consideration for business consulting, contract management and instructing / co-ordinating legal advisors services in accordance with the services agreement dated 6 October 2024 (as varied) (**Sidebar Agreement**).

The Sidebar Agreement otherwise contains terms and conditions considered standard for an agreement of its kind.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the issue 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.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Sidebar (or their nominee(s)). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	30,000,000 Shares will be issued.
Terms of Securities	The 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 3 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three 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).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a deemed issue price of \$0.002 per Share, in consideration for business consulting and contract management services.
Purpose of the issue, including the intended use of any funds raised by the issue	The Shares will be issued to Sidebar as consideration for business consulting and contract management services provided to the Company between 1 July 2024 and 30 June 2026 pursuant to the Sidebar Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Sidebar Agreement, a summary of the material terms of which is set out in Section 5.1 above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 7 – CONSOLIDATION OF CAPITAL

6.1 Background

This Resolution seeks Shareholder approval for the purposes of section 254 of the Corporations Act and all other purposes to consolidate the Company's issued capital on a 15:1 basis.

6.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;

- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

6.3 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	SHARES	PERFORMANCE RIGHTS ¹
Pre-Consolidation	1,210,902,915	115,000,000
Consideration Shares to be issued	150,000,000	Nil
Subject to the passing of Resolutions 2 to 6, the issue of Performance Rights, Protrack Shares and Sidebar Shares.	55,000,000	400,000,000
Sub-total	1,415,902,915	515,000,000
Post Consolidation ^{2,3}	94,393,528	34,333,334

Notes:

1. The terms of these Performance Rights are set out below.
2. Assumes no Shares are issued (including on the conversion of convertible securities).
3. Subject to rounding of fractional entitlements in accordance Section 6.4 below.

The effect the Consolidation will have on the terms of the convertible securities that are current on issue or proposed to be issued as outlined in the table above (subject to rounding of fractional entitlements) is set out in the tables below:

Performance Rights

CLASS / TRANCHE	PRE-CONSOLIDATION	POST-CONSOLIDATION
NTMAT	1,000,000	66,667
NTMAS	16,000,000	1,066,667
NTMAK	50,000,000	3,333,333
NTMAJ	48,000,000	3,200,000
Tranche A Performance Rights	50,000,000	3,333,333
Tranche B Performance Rights	100,000,000	6,666,667
Tranche C Performance Rights	250,000,000	16,666,667
Total	515,000,000	34,333,334

NTMAT Performance Rights, NTMAS Performance Rights and NTMAJ Performance Rights will vest and be capable of being exercisable into Shares upon the volume weighted average price of Shares calculated over a prescribed period exceeding particular prices prior to the expiry date. Further information in relation to the impact of the Consolidation on these Performance Rights is set out in the table below.

CLASS	EXPIRY DATE	ACHIEVEMENT DATE	VWAP CALCULATION PERIOD	PRE-CONSOLIDATION		POST-CONSOLIDATION	
				NUMBER	VWAP MILESTONE	NUMBER	VWAP MILESTONE
NTMAT	29 August 2029	30 July 2026	20 days	1,000,000	\$0.10	66,667	\$1.50
NTMAS	5 December 2028	30 July 2026	20 days	16,000,000	\$0.10	1,066,667	\$1.50
NTMAJ	4 August 2028	30 July 2026	20 days	48,000,000	\$0.10	3,200,000	\$1.50

6.4 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 15. Fractional entitlements of 0.5 and over will be rounded up.

6.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

ACTION	DATE
Company announces Consolidation and releases Appendix 3A.3	Monday, 13 April 2026
Company sends out the Notice	Monday, 20 April 2026
Shareholders approve the Consolidation	Wednesday, 20 May 2026
Company announces Effective Date of Consolidation	Friday, 29 May 2026
Effective Date of Consolidation	Monday, 1 June 2026
Last day for pre-Consolidation trading	Tuesday, 2 June 2026
Post-Consolidation trading commences on a deferred settlement basis	Wednesday, 3 June 2026
Record Date	Thursday, 4 June 2026
Last day for the Company to register transfers on a pre-Consolidation basis	
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Friday, 5 June 2026
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred	Friday, 12 June 2026

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

6.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 6.5 above), all holding statements for Securities will cease to have any effect,

except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

6.7 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

GLOSSARY

\$ means Australian dollars.

Anniversary Shares has the meaning given in Section 1.2.

Announcement has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

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

Acquisition means the sale of 100% of the shares of Slipstream to the Company from the Sellers on the terms and conditions of the Acquisition Agreement.

Acquisition Agreement has the meaning given in Section 1.1.

Board means the current board of directors of the Company.

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 chair of the Meeting.

Company means NT Minerals Limited (ACN 059 326 519).

Consideration Shares has the meaning given in Section 1.2.

Consolidation has the meaning given in Section 1.1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

JORC has the meaning given in Section 1.2.

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.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Protrack means The Milne Family Trust t/a Protrack Professional Services (ABN 49 324 569 016).

Protrack Shares means the Shares proposed to be issued to Protrack under Resolution 5.

Proxy Form means the proxy form accompanying the Notice.

Reinstatement Conditions has the meaning given in Section 1.1.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Performance Right (as applicable).

Sellers has the meaning given in Section 1.1.

Settlement means settlement of the Acquisition.

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

Shareholder means a registered holder of a Share.

Sidebar means Sidebar Consulting Pty Ltd (ACN 658 289 626).

Sidebar Shares means the Shares proposed to be issued to Sidebar under Resolution 6.

Slipstream means Slipstream Paynes Find Pty Ltd (ACN 651 383 229).

Tenements has the meaning given in Section 1.1.

Tranche A Performance Rights has the meaning given in Section 1.2.

Tranche B Performance Rights has the meaning given in Section 1.2.

Tranche C Performance Rights has the meaning given in Section 1.2.

TREO has the meaning given in Section 1.2.

the First Anniversary Date has the meaning given in Section 1.2.

VWAP has the meaning given in Section 1.2.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TENEMENTS

The tenements that comprise the Endeavour Project are listed in the table below.

TENEMENT	HOLDER	GRANT DATE	EXPIRATION DATE	AREA
E 59/2566	Slipstream Paynes Find Pty Ltd	30/08/2021	29/08/2026	11 BL
E 59/2578	Slipstream Paynes Find Pty Ltd	18/03/2022	17/03/2027	1 BL
E 59/2581	Slipstream Paynes Find Pty Ltd	31/01/2022	30/01/2027	26 BL
E 59/2598	Slipstream Paynes Find Pty Ltd	30/08/2021	29/08/2026	14 BL
E 59/2599	Slipstream Paynes Find Pty Ltd	23/11/2021	22/11/2026	9 BL
E 59/2601	Slipstream Paynes Find Pty Ltd	15/03/2022	14/03/2027	2 BL
P 59/2242	Slipstream Paynes Find Pty Ltd	26/08/2020	25/08/2028	71.22 HA
P 59/2307	Slipstream Paynes Find Pty Ltd	4/10/2021	3/10/2029	120.64 HA
E59/3015	Slipstream Paynes Find Pty Ltd	24/10/2025	23/10/2030	16BL
E59/3022	Slipstream Paynes Find Pty Ltd	5/11/2025	4/11/2030	19BL

SCHEDULE 2 – TERMS AND CONDITIONS OF THE PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.								
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.								
3.	Milestones	The Performance Rights shall vest as follows: <table><tr><th>TRANCHE</th><th>MILESTONE</th></tr><tr><td>A</td><td> The performance rights which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC Code (2012 Edition) (JORC) defined Inferred Mineral Resource of no less than 50,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 5Mt @ 0.75% total rare earth oxide (TREO) in hard rock or 0.025% TREO in clay at the Tenements. </td></tr><tr><td>B</td><td> The performance rights which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC defined Inferred Mineral Resource of no less than 100,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 10Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements. </td></tr><tr><td>C</td><td> The performance rights which will vest and be convertible into Shares, subject to Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC defined Inferred Mineral Resource of no less than 250,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 20Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements. </td></tr></table> each, a Milestone.	TRANCHE	MILESTONE	A	The performance rights which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC Code (2012 Edition) (JORC) defined Inferred Mineral Resource of no less than 50,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 5Mt @ 0.75% total rare earth oxide (TREO) in hard rock or 0.025% TREO in clay at the Tenements.	B	The performance rights which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC defined Inferred Mineral Resource of no less than 100,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 10Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements.	C	The performance rights which will vest and be convertible into Shares, subject to Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC defined Inferred Mineral Resource of no less than 250,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 20Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements.
TRANCHE	MILESTONE									
A	The performance rights which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC Code (2012 Edition) (JORC) defined Inferred Mineral Resource of no less than 50,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 5Mt @ 0.75% total rare earth oxide (TREO) in hard rock or 0.025% TREO in clay at the Tenements.									
B	The performance rights which will vest and be convertible into Shares, subject to the Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC defined Inferred Mineral Resource of no less than 100,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 10Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements.									
C	The performance rights which will vest and be convertible into Shares, subject to Company releasing an announcement to the ASX announcing the achievement of: (a) a JORC defined Inferred Mineral Resource of no less than 250,000oz Au-equivalent within the Tenements; or (b) a JORC defined Inferred Mineral Resource of at least 20Mt @ 0.75% TREO in hard rock or 0.025% TREO in clay at the Tenements.									
4.	Expiry Date	The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm AWST on the date that is five (5) years from the date of issue (Expiry Date). If the relevant Milestone attached to the Performance Right has not been achieved by the Expiry Date, all unconverted Performance Rights of the relevant tranche will automatically lapse at that time.								
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Milestone has been satisfied.								
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.								
7.	Conversion	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.								

8.	Timing of issue of Shares on conversion	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights. If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
11.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
12.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
13.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	Transferability	The Performance Rights are not transferable.
15.	Deferral of conversion if resulting in a prohibited acquisition of Shares	If the conversion of a Performance Right under paragraph 7 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 15(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such

		written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
16.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
18.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
19.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 18 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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