
ORE RESOURCES LIMITED
ACN 148 966 545
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 AM (WST)

DATE: Wednesday, 13 May 2026

PLACE: Unit 10, 38-40 Colin Street, West Perth, WA 6005

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 5:00pm (WST) on Monday, 11 May 2026.

BUSINESS OF THE MEETING

AGENDA

1. **RESOLUTION 1 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR AVOCA ACQUISITION**

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 3,873,239 Shares to the Vendors as consideration for the Avoca Acquisition on the terms and conditions set out in the Explanatory Statement."

Dated: 10 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 – Approval to Issue Shares in Consideration for Avoca Acquisition	Coolgardie Gold Pty Ltd and Mr Ian Robert Branch 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).
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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.
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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.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic will need to verify your identity. You can register from 9.30 AM on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6383 7817.

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. RESOLUTION 1 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR AVOCA ACQUISITION

1.1 Avoca Acquisition

As announced on 16 March 2026, the Company has entered into a binding tenement sale agreement (**Tenement Sale Agreement**) with Coolgardie Gold Pty Ltd (ACN 689 450 164) and Mr Ian Robert Branch (together, the **Vendors**) pursuant to which the Company (through its wholly owned subsidiary, Eastern Coolgardie Goldfields Pty Ltd (ACN 642 621 010)) has agreed to acquire 100% of the legal and beneficial interest in four prospecting licences (P15/6998, P15/6999, P15/7000 and P15/7001) and associated data and rights comprising the **Avoca Project** in the Coolgardie Goldfields of Western Australia (the **Avoca Acquisition**).

The Avoca Project comprises approximately 668.4 hectares (6.7 km²) of highly prospective gold tenure situated along the Kunanalling Shear Zone, to the north of the Company's existing Coolgardie Gold and Lithium Project area. Refer to the Company's announcement dated 16 March 2026 for further information on the Avoca Project.

Conditions Precedent

Settlement of the Avoca Acquisition is subject to the satisfaction or waiver of conditions precedent including regulatory approval, assignment of the existing Heritage Protection Agreement over the tenements and the receipt of Shareholder approval for the issue of Shares in part consideration for the Avoca Acquisition.

Consideration

As consideration for the Avoca Acquisition, the Company has agreed to pay or issue to the Vendors:

- (a) cash consideration of \$275,000; and
- (b) Shares to the value of \$275,000 at a deemed issue price of \$0.071, being equal to 3,873,239 Shares, subject to Shareholder approval (being the subject of Resolution 1).

The Company has agreed to complete not less than 3,000 metres of drilling on the tenements within 12 months of settlement (**Drilling Commitment**), failing which it must pay the Vendors \$200,000 in cash and no further milestone payments will apply.

Subject to satisfaction of the Drilling Commitment, if within 3 years after settlement a Competent Person estimates and reports a Mineral Resource Estimate (**MRE**) across one or more of the tenements in accordance with the JORC Code, using a cut-off grade of not less than 0.5 g/t Au, that is in aggregate equal to or greater than 20,000 ounces of gold, the Company has agreed to make a cash payment to the Vendors of \$10 per ounce of contained gold in that MRE, up to a ceiling of \$500,000.

The Tenement Sale Agreement is otherwise on terms considered standard for an agreement of its nature.

1.2 General

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,873,239 Shares to the Vendors as part consideration for the Avoca Acquisition.

1.3 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 shares it had on issue at the start of that period.

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.

1.4 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 and, as a consequence, may not be able to proceed with the Avoca Acquisition.

1.5 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	Coolgardie Gold Pty Ltd and Mr Ian Robert Branch.
Number of Securities and class to be issued	An aggregate of 3,873,239 Shares will be issued as follows: (a) 2,595,070 Shares to Coolgardie Gold Pty Ltd; and (b) 1,278,169 Shares to Mr Branch, being apportioned pro-rata to their interest in the Avoca Project.
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 5 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 nil issue price, as part consideration for the Avoca 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 Tenement Sale Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Section 1.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

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

Avoca Acquisition has the meaning given in Section 1.1.

Avoca Project means prospecting licences P15/6998, P15/6999, P15/7000 and P15/7001 located in the Coolgardie Goldfields of Western Australia.

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 Ore Resources Limited (ACN 148 966 545).

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

Directors means the current directors of the Company.

Drilling Commitment has the meaning given in Section 1.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

MRE means Mineral Resource Estimate.

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

Proxy Form means the proxy form accompanying the Notice.

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, option, or performance right (as applicable).

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

Shareholder means a registered holder of a Share.

Tenement Sale Agreement means the binding tenement sale agreement entered into between the Company, Eastern Coolgardie Goldfields Pty Ltd, Coolgardie Gold Pty Ltd, and Mr Ian Robert Branch on or around 13 March 2026.

Vendors means Coolgardie Gold Pty Ltd (ACN 689 450 164) and Mr Ian Robert Branch.

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

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 11 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.



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