24 October 2025

Dear Shareholder

Platina Resources Limited A.C.N 119 007 939 – Notice of Annual General Meeting and Proxy Form

Platina Resources Limited (**Platina** or **Company**) advises that the Annual General Meeting (**Meeting**) of the Company will be held in person at 12.00pm (Brisbane time) on Wednesday, 26 November 2025 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000.

In accordance with the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be downloaded at www.platinaresources.com.au or from the ASX website at https://www2.asx.com.au/markets/company/pgm.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting. If you have not elected to receive electronic communications from the Company, a copy of your personalised proxy form together with this letter will be posted to you.

The Company strongly encourages Shareholders to lodge a directed proxy form online or otherwise in accordance with the instructions set out in the proxy form, by no later than 12:00pm (Brisbane time) on Monday, 24 November 2025. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, votes and questions may also be submitted during the Meeting.

The outcome of the resolutions, including details of votes received by poll, will be released to the Company's ASX announcements platform following conclusion of the meeting.

If you are unable to access any of the Meeting documents online, please contact the Company Secretary, Paul Jurman, on +617 5580 9094 or via email at admin@platinaresources.com.au.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be lodged with the ASX at www.asx.com.au (ASX: PGM) and the Company's website at www.platinaresources.com.au.

Shareholder communications

Receiving your shareholder communications electronically is the best way to stay informed and will assist the Company with minimising paper usage. If you haven't already, we encourage you to make the switch to paperless communications and provide us with your email address.

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Platina shareholders receive communications. Platina will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

Level 2, Suite 9, 389 Oxford Street
Mt Hawthorn Western Australia 6016
Phone +61 (0)7 5580 9094
Email: admin@platinaresources.com.au
www.platinaresources.com.au

Platina encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences or sign up to receive your shareholder communications via email, please update your communication preferences at https://au.investorcentre.mpms.mufg.com .

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit https://au.investorcentre.mpms.mufg.com or contact our share registry:

Telephone (within Australia): 1300 554 474
Telephone (outside Australia): +61 1300 554 474
Email: support@cm.mpms.mufg.com
Website: https://au.investorcentre.mpms.mufg.com

By order of the board

Mr Paul Jurman
Company Secretary

Platina Resources Limited ACN 119 007 939

Notice of Annual General Meeting and Explanatory Memorandum

Date of Meeting:	Wednesday, 26 November 2025
Time of Meeting:	12.00pm (Brisbane time)
Place of Meeting:	Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

This is an important document. Please read it carefully. 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 accountant, solicitor or other professional adviser prior to voting.

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

Shareholders are strongly encouraged to vote online (https://au.investorcentre.mpms.mufg.com) or by lodging the proxy form attached to this Notice in accordance with the instructions set out on that form by no later than 12.00pm (Brisbane time) on 24 November 2025.

Registered Office: Level 2, Suite 9, 389 Oxford Street, Mt Hawthorn, WA 6016 ▪ PO Box 281, Mt Hawthorn, WA 6915
Tel: +61 7 5580 9094 ▪ **Fax**: +61 8 9380 6761 ▪ **Email**: admin@platinaresources.com.au ▪ **Website**: www.platinaresources.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Platina Resources Limited ABN 25 119 007 939 **(Company)** will be held at 12.00pm (Brisbane time) on Wednesday, 26 November 2025 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice. Terms and abbreviations used in this Notice are defined in Section 6 of the Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Financial Report comprising the financial reports, the declaration of the directors, the director's reports, the Remuneration Report and the auditor's reports for the Company and its controlled entities for the financial year ended 30 June 2025. The Company's reports can be accessed on the Company's website at www.platinaresources.com.au.

1. Resolution 1 – Re-election of Brian Moller as a Director

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That Brian Moller, who retires by rotation in accordance with Rule 39.1(c) and Rule 39.6 of the Company's Constitution and ASX Listing Rule 14.4, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

2. Resolution 2 - Remuneration Report

To consider and, if thought fit, pass the following Resolution, with or without amendment, as an Advisory Resolution of the Company:

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

The vote on this Resolution Two is advisory only and does not bind the Directors of the Company.

VOTING EXCLUSION STATEMENT - Section 250R(4) of the Corporations Act

A vote must not be cast (in any capacity) on Resolution Two by or on behalf of either of the following parties:

(a) a member of the Company's Key Management Personnel (**KMP**), details of whose remuneration are included in the Remuneration Report;
(b) a Closely Related Party of such a member.

However, a vote may be cast on Resolution Two by the above persons if:

(a) the person does so as a proxy; and
(b) the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
(c) either:
    (1) the appointment as a proxy is in writing and specifies how the proxy is to vote on Resolution Two; or
    (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
        (A) does not specify the way the proxy is to vote on the Resolution; and
        (B) 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 KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution 3 – Issue of Options to Mr Brian Moller

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 3,500,000 options to subscribe for Shares exercisable at $0.05 each expiring on 30 November 2028 to Brian Moller, being a Director of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting".

4. Resolution 4 – Issue of Options to Mr Corey Nolan

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 12,000,000 options to subscribe for Shares each expiring on 30 November 2028 to Corey Nolan, being the Managing Director of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting".

5. Resolution 5 – Issue of Options to Mr Christopher Hartley

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 3,000,000 options to subscribe for Shares exercisable at $0.05 each expiring on 30 November 2028 to Christopher Hartley, being a Director of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting".

6. Resolution 6 – Issue of Options to Mr John Anderson

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That in accordance with the provisions of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 3,000,000 options to subscribe for Shares exercisable at $0.05 each expiring on 30 November 2028 to John Anderson, being a Director of the Company, or his nominee and otherwise on terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting".

A Voting Exclusion Statement for Resolutions 3, 4, 5 and 6 is set out below.

VOTING EXCLUSION STATEMENT - pursuant to Listing Rule 10.13 – Resolutions 3 to 6

The Company will disregard any votes cast on:

- Resolution 3 by or on behalf of:
  - Mr Moller (and his nominees) and any other person 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); and
  - an associate of that person or those persons;
- Resolution 4 by or on behalf of:
  - Mr Nolan (and his nominees) and any other person 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); and
  - an associate of that person or those persons;
- Resolution 5 by or on behalf of:
  - Mr Hartley (and his nominees) and any other person 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); and
  - an associate of that person or those persons; and
- Resolution 6 by or on behalf of:
  - Mr Anderson (and his nominees) and any other person 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); and
  - an associate of that person or those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on Resolutions 3 to 6 (inclusive), in accordance with directions given to the proxy or attorney to vote on Resolutions 3 to 6 (inclusive) in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolutions 3 to 6 (inclusive), 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:

- 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 Resolutions 3 to 6 (inclusive); and
- the holder votes on Resolutions 3 to 6 (inclusive) in accordance with directions given by the beneficiary to the holder to vote in that way.

Proxy Appointment Restriction – Resolutions 3 to 6

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolutions 3 to 6 (inclusive) by a member of the Key Management Personnel of the Company or their Closely Related Parties who has been appointed as a proxy unless:

(a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or

(b) the appointed proxy is the chair of the meeting and the appointment of the chair as proxy:

- does not specify the way the proxy is to vote on Resolutions 3 to 6 (inclusive); and
- expressly authorises the chair of the meeting to exercise the proxy even if the Resolutions 3 to 6 (inclusive) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. Resolution 7 – Ratification of prior issue of 20,000,000 Acquisition Shares

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That for the purposes of Listing Rule 7.4 and all other purposes, the Shareholders approve and ratify the issue of 20,000,000 Shares in the Company at a deemed issue price of $0.026 per share to Petra Wasse and Bernfried Wasse (**Seller**) which falls within one or more of the classes of exemptions specified in section 708 of the Corporations Act on the terms and conditions set out in the Explanatory Memorandum".

8. Resolution 8 – Ratification of prior issue of 1,750,000 Advisor Shares

To consider and, if thought fit, pass the following as an Ordinary Resolution, with or without amendment:

"That for the purposes of Listing Rule 7.4 and all other purposes, the Shareholders approve and ratify the issue of 1,750,000 Shares in the Company at a deemed issue price of $0.026 per share to MKII Consulting Pty Ltd (**Advisors**) which falls within one or more of the classes of exemptions specified in section 708 of the Corporations Act on the terms and conditions set out in the Explanatory Memorandum".

A Voting Exclusion Statement for Resolutions 7 and 8 is set out below.

Voting exclusion statement pursuant to Listing Rule 7.5

The Company will disregard any votes cast in favour of:

- Resolution 7 by or on behalf of the Seller and any of their associates; and
- Resolution 8 by or on behalf of the Advisors and any of their associates

However, this does not apply to a vote cast in favour of Resolution 7 or Resolution 8 by:

- a person as a 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; or
- the chair of the meeting 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

9. **Resolution 9 – Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A**

To consider and, if thought fit, pass the following Special Resolution, with or without amendment:

"That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of this Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**)."

Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, the proposed allottees of any Placement Securities are not as yet known or identified.

In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the chair of the Meeting will be cast by the chair of the Meeting and counted in favour of the Resolutions the subject of this Meeting, including Resolution Two, subject to compliance with the Corporations Act. In exceptional circumstances, the chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made. Further details, in relation to the ability of the Chair to vote on undirected proxies are set out in the accompanying proxy form.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

Notes:

(a) Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

(b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

All resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

By order of the Board

Paul Jurman
Company Secretary
15 October 2025

Explanatory Memorandum

Introduction

This Explanatory Memorandum is provided to Shareholders of Platina Resources Limited ABN 25 119 007 939 **(Company)** to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at 12.00pm (Brisbane time) on Wednesday, 26 November 2025 at the offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms and abbreviations used in this Explanatory Memorandum are defined in Section 6.

Consider the Company's 2025 Annual Report

The Company's Annual Financial Report comprising the financial reports, the declaration of the directors, the director's reports, the Remuneration Report and the auditor's reports for the Company and its controlled entities for the financial year ended 30 June 2025 was released to ASX on 18 September 2025.

In accordance with the Constitution and section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to those reports but no formal resolution to adopt the reports will be put to Shareholders at the Meeting.

Representatives from the Company's auditors, Bentleys, will be present to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company's website at www.platinaresources.com.au for you to download or read online. Alternatively, you can obtain a hard copy by contacting the Company.

1. Resolution 1 – Re-Election of Brian Moller as a Director

1.1 Background

Rule 39.6 of the Company's Constitution and ASX Listing Rule 14.4 requires a Director (excluding Directors appointed to fill casual vacancies or a Managing Director) to not continue in office for a period in excess of three years or until the third AGM following his/her appointment, whichever is the longer, without submitting himself/herself for re-election.

Rule 39.1(c) of the Company's Constitution requires that one-third of the Directors for the time being (excluding Directors retiring under Rule 37.1 and any Managing Director) retire from office at each annual general meeting of the Company.

Mr Brian Moller retires by rotation at the AGM in accordance with Rules 39.1(c) and 39.6 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

1.2 Mr Moller's qualifications and experience

Mr Moller was appointed as a Non-Executive Director of the Company on 30 January 2007 and appointed Non-Executive Chairman on 1 January 2017. Mr Moller was re-elected at the Company's 2022 annual general meeting.

Details of Mr Moller's qualifications and experience are available in the Annual Report, on the Company's website and are summarised briefly below.

Mr Moller specialises in capital markets, mergers and acquisitions and corporate restructuring, and has acted in numerous transactions and capital raisings in the industrial, resources and energy sectors. He was a partner at the legal firm, HopgoodGanim for 41 years and lead the Corporate Advisory and Governance practice and remains a consultant to the firm.

Mr Moller holds an LLB (Hons) from the University of Queensland and is a member of the Australian Mining and Petroleum Law Association.

Mr Moller acts for many publicly-listed resource and industrial companies and brings a wealth of experience and expertise to the board, particularly in the corporate regulatory and governance areas. Mr Moller is a non-executive director of DGR Global Limited and Chairman of New Peak Metals Limited, Tempest Minerals Limited and Mineral Commodities Limited.

Mr Moller does not hold any shares in the Company.

1.3 Directors' recommendation

The Board (excluding Mr Moller) has reviewed Mr Moller's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (with Mr Moller abstaining) supports the re-election of Mr Moller and recommends that Shareholders vote in favour of Resolution 1.

2. Resolution 2 - Remuneration Report

2.1 General

The Remuneration Report is set out in the Directors' Report section of the Annual Report. The Annual Report is available to download on the Company's website, www.platinaresources.com.au.

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution in accordance with section 250R of the Corporations Act.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to shareholders a resolution at the second of those Annual General Meeting's proposing the calling of an extraordinary General Meeting to consider the election of directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary General Meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Remuneration Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

At the 2024 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2024 Annual Report.

In summary the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

2.2 Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution Two, details of which are set out in the voting exclusion statement included in Resolution Two of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the chair will be cast by the chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 2, subject to compliance with the Corporations Act. In exceptional circumstances, the chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

2.3 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Resolutions 3 to 6 – Issue of Options to Directors

3.1 Background

Resolutions 3 to 6 are ordinary resolutions and seek Shareholder approval for the issue of a total of 21.5 million Options to the Directors of the Company, being Mr Corey Nolan, Mr Brian Moller, Mr Christopher Hartley and Mr John Anderson (or their respective nominees) (each a **Recipient**) (**Director Options**).

Approval for the issue of the Director Options is sought in accordance with the provisions of Listing Rule 10.11. As approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1 (pursuant to Exception 14 of Listing Rule 7.2). In order for the Director Options to be granted to a Director, the requirements of Chapter 2E of the Corporations Act need to be observed.

3.2 Option Terms

A summary of the material terms of the Director Options is set out in Annexure A below.

All Director Options will vest from the date of issue and expire on 30 November 2028. However, the Director Options are proposed to be issued in three tranches, on the following terms and in the proportions set out in the table below:

Director	Position	Tranche 1 Exercisable at $0.05	Tranche 2 Exercisable at $0.07	Tranche 3 Exercisable at $0.09	Total Director Options
Mr Nolan	Managing Director	4,000,000	4,000,000	4,000,000	12,000,000
Mr Moller	Chairman	3,500,000	-	-	3,500,000
Mr Hartley	Non-executive Director	3,000,000	-	-	3,000,000
Mr Anderson	Non-executive Director	3,000,000	-	-	3,000,000
Total		**13,500,000**	**4,000,000**	**4,000,000**	**21,500,000**

3.3 Regulatory Requirements – Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a Financial Benefit to a Related Party of the public company unless providing the benefit falls within a prescribed exception to the general prohibition. Relevantly, there is an exception if the company first obtains the approval of its shareholders in a general meeting in circumstances where certain requirements specified in Chapter 2E in relation to the convening of that meeting have been met.

A “Related Party” is defined widely in section 228 of the Corporations Act and includes, relevantly, a director (or proposed director) of a public company, any entity that controls (or is reasonably likely to control) a public company, and any entity that is controlled by a person or entity which is otherwise a Related Party, or there are reasonable grounds to believe that a person/entity is likely to become a Related Party of the public company.

A “Financial Benefit” for the purposes of the Corporations Act has a very wide meaning. It includes the public company paying money or issuing securities to the Related Party. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and effect of what the public company is doing (rather than just the legal form). Any consideration which is given for the financial benefit is to be disregarded, even if it is full or adequate.

The proposed Resolutions 3 to 6, if passed, will confer financial benefits to the Directors (who are Related Parties of the Company) and the Company seeks to obtain member approval in accordance with the requirements of Chapter 2E of the Corporations Act.

The exceptions to the general prohibition under Chapter 2E include where the financial benefit is given with the approval of shareholders or the financial benefit is given in one or more of the limited circumstances, including where the financial benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.

The Board considers that the Director Options to be issued to Mr Corey Nolan, Mr Brian Moller, Mr Christopher Hartley and Mr John Anderson (or their respective nominees) constitute “reasonable remuneration” having regard to the circumstances of the Company and the responsibilities of their positions as a Directors, and as a means of incentivising them. Since the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board considers that Shareholder approval is not required under Chapter 2E of the Corporations Act.

Despite not being required to seek Shareholder approval pursuant to Chapter 2E of the Corporations Act, the Board provides the following information to Shareholders for consideration:

(a) **The related parties to whom Resolutions 3 to 6 would permit the financial benefit to be given**

Each of the Directors of the Company, being Mr Corey Nolan, Mr Brian Moller, Mr Christopher Hartley and Mr John Anderson (or their respective nominees).

(b) **The nature of the financial benefit**

The nature of the proposed financial benefit to be given is:

(1) the grant of 3,500,000 Director Options to Mr Brian Moller as referred to in Resolution 3;

(2) the grant of 12,000,000 Director Options to Mr Corey Nolan as referred to in Resolution 4;

(3) the grant of 3,000,000 Director Options to Mr Christopher Hartley as referred to in Resolution 5; and

(4) the grant of 3,000,000 Director Options to Mr John Anderson as referred to in Resolution 6.

The Director Options shall be issued for no cash consideration.

(c) **Director interests and other remuneration**

Resolution	Director interests and other remuneration
Resolution 3 *Mr Moller*	Mr Moller has a material personal interest in the outcome of Resolution 3, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 3. Excluding the Director Options, Mr Moller holds 3,500,000 options exercisable at \$0.04, expiring on 30 November 2025. Other than the Director Options to be issued to Mr Moller pursuant to Resolution 3, Mr Moller shall receive remuneration of \$77,700 per annum (including statutory superannuation) for this financial year, from the Company for his services as non-executive Chairman.
Resolution 4 *Mr Nolan*	Mr Nolan has a material personal interest in the outcome of Resolution 4, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 4. Excluding the Director Options, Mr Nolan holds 400,000 Shares and 12,000,000 options (exercisable at \$0.04, \$0.06 and \$0.08 split evenly) expiring on 30 November 2025. Other than the Director Options to be issued to Mr Nolan pursuant to Resolution 4, Mr Nolan shall receive remuneration of \$310,000 per annum (including statutory superannuation) for this financial year, from the Company for his services as Managing Director.
Resolution 5 *Mr Hartley*	Mr Hartley has a material personal interest in the outcome of Resolution 5, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 5. Excluding the Director Options, Mr Hartley holds 3,000,000 options exercisable at \$0.04, expiring on 30 November 2025. Other than the Director Options to be issued to Mr Hartley pursuant to Resolution 5, Mr Hartley shall receive remuneration of \$56,000 per annum (including statutory superannuation) for this financial year, from the Company for his services as a non-executive Director.
Resolution 6 *Mr Anderson*	Mr Anderson has a material personal interest in the outcome of Resolution 6, as it is proposed that Director Options be granted to him (or his nominee) as set out in Resolution 6. Excluding the Director Options, Mr Anderson holds 104,340 Shares and 3,000,000 options exercisable at \$0.04, expiring on 30 November 2025. Other than the Director Options to be issued to Mr Anderson pursuant to Resolution 6, Mr Anderson shall receive remuneration of \$56,000 per annum (including statutory superannuation) for this financial year, from the Company for his services as a non-executive Director.

If all of the new Director Options granted are exercised by Mr Nolan, Mr Moller, Mr Hartley and Mr Anderson, the following will be the effect on their holdings in the Company:

Director (including associated entities)	Current Share Holding	% of Total Share Capital*	Share Capital Upon Exercise*	% of Total Share Capital*
Mr Moller	-	-	3,500,000	0.525%
Mr Nolan	400,000	0.063%	12,400,000	1.860%
Mr Hartley	-	-	3,000,000	0.450%
Mr Anderson	104,340	0.017%	3,104,340	0.465%
All Other Holders	644,425,991	99.92%	644,425,991	96.70%
Total	**644,930,331**	**100%**	**666,430,331**	**100%**

*Assuming that none of the existing options held by Directors and shareholders are exercised.

(d) **Valuation**

The Director Options are not currently quoted on the ASX and as such have no market value. The Director Options each grant the holder thereof a right to subscribe for one Share upon exercise of the Director Option and payment of the Exercise Price of the Director Option described above. Accordingly, the Director Options may have a present value at the date of their grant.

The Director Options may acquire future value dependent upon the extent to which the Share price exceeds the exercise price of the Director Options during the term of the Director Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

(1) the period outstanding before the expiry date of the options;

(2) the exercise price of the options relative to the underlying price or value of the securities into which they may be converted;

(3) the proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (i.e. whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);

(4) the value of the shares into which the options may be converted; and

(5) whether or not the options are listed (i.e. readily capable of being liquidated), and so on.

Black- Scholes Model

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black- Scholes Model option valuation formula).

The Company has estimated the value of the Director Options and has done so using the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the share price, the exercise price, the time to expiry, the risk-free interest rate and the volatility of the Company's underlying share price.

Inherent in the application of the Black-Scholes Model are a number of inputs, some of which must be assumed. The data relied upon in applying the Black-Scholes Model was:

(1) the exercise price for the Tranche 1 Directors Options is $0.05, the exercise price for the Tranche 2 Directors Options is $0.07 and the exercise price for the Tranche 3 Directors Options is $0.09;

(2) current share issue price of $0.035 (based on the date on which this valuation was prepared, being 10 October 2025), as a proxy for the market price at the future date of issue, being the date of the Meeting to approve the issue;

(3) the expiry date of 30 November 2028;

(4) a volatility measure of 83%;

(5) a risk-free interest rate of 3.60%; and

(6) a nil dividend yield.

Based on the valuation, the Company has adopted an indicative value for the Director Options of $0.0164 each for the Tranche 1 Directors Options, $0.0137 each for the Tranche 2 Directors Options and $0.012 each for the Tranche 3 Directors Options.

Respective value of Director Options

On that basis, the respective value of the Director Options to be issued pursuant to Resolutions 3 to 6 are as follows:

Related Party	Total Value of Related Party Options
Corey Nolan	$168,400
Brian Moller	$57,400
Christopher Hartley	$49,200
John Anderson	$49,200

(e) **Any other information that is known to the Company or any of its Directors**

There is no other information known to the Company or any of its directors save and except as follows:

Market Price movements

The Option valuation noted above is based on a market price per Share of $0.035 which was the price at which Shares were traded on ASX on 10 October 2025, the time of preparing this information.

There is a possibility that the market price of the Shares on the date of issue of the Director Options will be different to this and that the market price of the Shares will change up to the date of the Meeting.

Trading History of the Shares

In the 12 months prior to preparation of this Notice, the Company's trading history is as follows:

- the highest trading price was $0.045 on 3 October 2025; and
- the lowest trading price was $0.017 on 2 January 2025.

The trading price of the Shares on the close of trading on 10 October 2025 (being the last trading day on which the preparation of this Notice was concluded) was $0.035.

3.4 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:

10.11.1	a related party
10.11.2	a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
10.11.3	a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4	an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
10.11.5	a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders.

If approval is given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1, and the Options issued pursuant to Resolutions 3 to 6 will not be included in the calculation of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolutions 3 to 6 are passed, the Company will be able to provide the Directors with incentives by issuing the Director Options to each of the Directors. In addition, the Director Options 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 Resolutions 3 to 6 are not passed, the Company will not be to provide the Directors with incentives by issuing the Director Options to each of the Directors.

3.5 Information for Listing Rule 10.13

<table>
<tr><td>The name of the person</td><td>The Director Options will be issued to Mr Corey Nolan, Mr Brian Moller, Mr Christopher Hartley and Mr John Anderson (or their respective nominees).</td></tr>
<tr><td>Which category in rules 10.11.1 – 10.11.5 the person falls within and why</td><td>Mr Corey Nolan, Mr Brian Moller, Mr Christopher Hartley and Mr John Anderson (or their respective nominees) are Directors of the Company and, therefore, related parties for the purpose of Listing Rule 10.11.1 and 10.11.4.</td></tr>
<tr><td>The number and class of securities to be issued to the person</td><td>The total number of Director Options to be issued pursuant to Resolutions 3 to 6 is 21,500,000 comprising of:
<table>
<tr><th>Director</th><th>Tranche 1
Exercisable at $0.05</th><th>Tranche 2
Exercisable at $0.07</th><th>Tranche 3
Exercisable at $0.09</th><th>Total Director Options</th></tr>
<tr><td>Mr Nolan</td><td>4,000,000</td><td>4,000,000</td><td>4,000,000</td><td>12,000,000</td></tr>
<tr><td>Mr Moller</td><td>3,500,000</td><td>-</td><td>-</td><td>3,500,000</td></tr>
<tr><td>Mr Hartley</td><td>3,000,000</td><td>-</td><td>-</td><td>3,000,000</td></tr>
<tr><td>Mr Anderson</td><td>3,000,000</td><td>-</td><td>-</td><td>3,000,000</td></tr>
<tr><td>Total</td><td>13,500,000</td><td>4,000,000</td><td>4,000,000</td><td>21,500,000</td></tr>
</table>
</td></tr>
</table>

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities	A summary of the material terms pursuant to which the Director Options will be issued is in Annexure A to this Explanatory Memorandum.
The price or other consideration the entity will receive for the issue	The Director Options will be granted for nil cash consideration.
The date or dates on or by which the entity will issue the securities	The Director Options will be issued as soon as possible following the passing of Resolutions 3 to 6, but no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules).
The purpose of the issue, including the intended use of any funds raised by the issue	The primary purpose of the grant of the Director Options to the Directors is to provide an overall Company performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of the Directors. The Board believes the grant of Director Options to each of the Directors is reasonable in the circumstances for the reasons set out below: • the grant of Director Options to the Directors will align the interests of the Directors with those of Shareholders; • the grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and • it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed.
Details of the director's current total remuneration package	The Directors are on the following remuneration packages for the current financial year: Mr Corey Nolan – $310,000 per annum Mr Brian Moller – $77,700 per annum Mr Christopher Hartley – $56,000 per annum Mr John Anderson – $56,000 per annum
If the securities are being issued under an agreement, a summary of any other material terms of the agreement	The Director Options are not issued under any agreement.

There are restrictions on voting on Resolutions 3 to 6 (inclusive) by Directors and their associates. A voting exclusion statement is included in the Notice.

4. Resolutions 7 and 8: Ratification of previous issue of Acquisition Shares and Advisor Shares

4.1 Background

As announced on 5 September 2025 (**Announcement**), the Company successfully placed 20,000,000 Shares to Petra Ruth Wasse and Bernfried Gunter Wasse (**Seller**) at a deemed issue price of $0.026 (**Acquisition Shares**) in consideration for the purchase of 100% of the issued capital of Jasper Exploration Pty Ltd which owns the Mt Mckenna Project in Western Australia (**Transaction**). Full details of the Transaction were announced to ASX on 3 September 2025. (Resolution 7)

As part of the Transaction, the Company also issued 1,750,000 Shares at an issue price of $0.026 (**Advisor Shares**) to MKII Consulting Pty Ltd (**Advisor**) in consideration for introduction and advisory services related to the Transaction. (Resolution 8)

As noted in the Company's Announcement, the issue of the Acquisition Shares and the Advisor Shares was undertaken within the Company's capacity under Listing Rule 7.1.

4.2 Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue and allotment of the Acquisition Shares and the Advisor Shares, being issues of securities made by the Company on 5 September 2025 for which shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in the 12 month period immediately preceding the date of the issue or agreement (if the entity has been admitted to the official list for 12 months or more) without the prior approval of its shareholders.

Equity securities issued with shareholder approval under Listing Rule 7.4 do not count towards the 15% limit under Listing Rule 7.1. Listing Rule 7.4 provides that an issue of securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

If Resolutions 7 and 8 are approved it will have the effect of refreshing the Company's ability, to the extent of the Acquisition Shares and the Advisor Shares, to issue further capital during the next 12 months pursuant to Listing Rule 7.1 without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If either or both of Resolutions 7 and 8 are not approved, the Acquisition Shares or the Advisor Shares (or both, as applicable) will be counted toward the Company's 15% placement capacity pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

4.3 Information for Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information:

Listing Rule		Information
7.5.1	The names of the persons to whom the Securities are issued or agreed to be issued or the basis on which those persons were identified or selected	Resolution 7 - The Acquisition Shares were issued to Petra Ruth Wasse and Bernfried Gunter Wasse, being persons who fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act determined by the Board. Resolution 8 - The Advisor Shares were issued to MKII Consulting Pty Ltd, being an entity which falls within one or more of the classes of exemptions specified in section 708 of the Corporations Act determined by the Board.
7.5.2	The number and class of Securities	Resolution 7 - 20,000,000 Acquisition Shares Resolution 8 - 1,750,000 Advisor Shares.

Listing Rule		Information
	issued or agreed to be issued	
7.5.3	Summary of the material terms of the Securities	The Acquisition Shares and the Advisor Shares rank pari passu with all other fully paid ordinary shares then on issue in the Company.
7.5.4	Date or dates on which the Securities were or will be issued	The Acquisition Shares and the Advisor Shares were issued on 5 September 2025.
7.5.5	The price or other consideration the entity has received or will receive for the issue	The Acquisition Shares and the Advisor Shares were issued at a deemed issue price of $0.026 per Placement Share. Resolution 7 - The Acquisition Shares were issued in consideration for the purchase of 100% of the issued capital of Jasper Exploration Pty Ltd which owns the Mt Mckenna Project in Western Australia (**Transaction**). Full details of the Transaction were announced to ASX on 3 September 2025. Resolution 8 - The Advisor Shares were issued in consideration for introduction and advisory services provided in relation to the Transaction.
7.5.6	The purpose of the issue, including the use or intended use of any funds raised by the issue	No funds were raised from the issue of the Acquisition Shares or the Advisor Shares (see above).
7.5.7	Summary of material terms of agreement to issue	Resolution 7 - The Acquisition Shares were issued in consideration for the purchase of 100% of the issued capital of Jasper Exploration Pty Ltd which owns the Mt Mckenna Project in Western Australia (Transaction). Full details of the Transaction were announced to ASX on 3 September 2025. Resolution 8 - The Advisor Shares were not issued under an agreement.
7.5.8	A voting exclusion statement.	A voting exclusion statement is included in the Notice of Meeting for Resolutions 7 and 8.

4.4 Recommendation

The Directors unanimously recommend that you vote in favour of Resolutions 7 and 8.

5. Resolution 9 – Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period

5.1 Background

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% (**Additional 10% Capacity**).

Eligibility

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less.

As required by the Listing Rules, the Company's market capitalisation will be based on the closing price on the Trading Day before the annual general meeting. The calculation of market capitalisation will be based on the Closing Price of Shares on the last Trading Day on which trades in the Shares were recorded before the date of the annual general meeting, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the annual general meeting.

The Company is therefore an eligible entity and able to seek shareholder approval for an Additional 10% Capacity under Listing Rule 7.1A. Assuming Resolution 9 is approved, in the event that the Company is no longer an eligible entity to issue Equity Securities under its Additional 10% Capacity after the Company has already obtained Shareholder approval, the approval obtained will not lapse and the Company will still be entitled to issue Equity Securities under the Additional 10% Capacity until the approval period ends.

Special Resolution

Listing Rule 7.1A requires this Resolution 9 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no securities will be issued pursuant to the Additional 10% Capacity until and unless this Special Resolution is passed at the Meeting.

Effect of Shareholder approval

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to be granted the Additional 10% Capacity provided for in Listing Rule 7.1A.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the Additional 10% Capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.2 Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

(a) **The period for which the approval will be valid - Listing Rule 7.3A.1**

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Equity Securities during the approval period. The approval under Resolution 9 for the issue of the Equity Securities will cease to be valid on the earlier of:

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

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

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

If Resolution 9 is passed by Shareholders, then the approval will expire, on 26 November 2026 unless the Company holds its next Meeting or Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

(b) **Minimum price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2**

Any Equity Securities issued under the Additional 10% Capacity must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity 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 by the entity and the recipient of the Equity Securities (**Agreement Date**); or

(ii) if the Equity Securities are not issued within 10 trading days of the Agreement Date, the date on which the Equity Securities are issued.

(c) **Purpose – Listing Rule 7.3A.3**

As noted above, the purpose for which the Equity Securities may be issued include to raise funds for the Company. Funds raised from the issue of Equity Securities, if undertaken, would be applied towards:

- Exploration activities on the Company's mineral interests;
- Assessment of any future mineral property opportunities;
- Assessment of any other investment opportunities; and
- Ongoing future working capital purposes.

(d) **Risk of Economic and Voting Dilution – Listing Rule 7.3A.4**

Any issue of Equity Securities under the Additional 10% Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the Additional 10% Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 10 October 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the Additional 10% Capacity.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.0175	**$0.035**	**$0.07**
			50% decrease	**Issue Price**	**100% increase**
			Funds Raised		
Current	644,930,331 Shares	64,493,033 Shares	$1,128,628	$2,257,256	$4,514,512
50% increase	967,395,497 Shares	96,739,549 Shares	$1,692,942	$3,385,884	$6,771,768
100% increase	1,289,860,662 Shares	128,986,066 Shares	$2,257,256	$4,514,512	$9,029,024

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. At 10 October 2025, the date of preparation of this Notice, there were 644,930,331 Shares on issue.

2. The issue price set out above is the closing market 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% 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% Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above 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 unless otherwise disclosed.
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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Capacity, based on that Shareholder's holding at the date of the Meeting.

   Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
    - the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy – Listing Rule 7.3A.5**

The recipients of the Equity Securities have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or associates of a related party of the Company.

The Company will determine the recipients at the time of the issue under the Additional 10% Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A - Listing Rule 7.3A.6**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held 21 November 2024 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 21 November 2024, the Company did not issue any Shares under Listing Rule 7.1A.2 pursuant to the Previous Approval (**Previous Issue**).

(g) **Voting Exclusion Statement - Listing Rule 7.3A.7**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in the Notice.

5.3 Directors' Recommendation

The Directors unanimously recommend, to provide additional capacity to raise additional funds should a requisite, appropriate, compliant, and compelling opportunity arise, that Shareholders vote in favour of Resolution 9.

Any inquiries in relation to the Notice or the Explanatory Memorandum should be directed to Paul Jurman (Company Secretary) on (07) 5580 9094.

6. Interpretation

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

AGM means annual general meeting.

ASIC means the Australian Securities & Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691.

AUD or **$** means Australian Dollars.

Board means the board of Directors of the Company.

Business Day means a day on which all banks are open for business generally in Brisbane.

Chair means the person appointed to the position of chairman of the Board.

Closely Related Party (as defined in section 9 of the Corporations Act) of a member of the Key Management Personnel for an entity means:

a) a spouse or child of the member; or

b) a child of the member's spouse; or

c) a dependant of the member or the member's spouse; or

d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or

e) a company the member controls; or

f) a person prescribed by the regulations for the purposes of the definition of closely related party.

Company means Platina Resources Limited ACN 119 007 939.

Constitution means the constitution of the Company current as at the commencement of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Directors mean the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules and includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the official listing rules of the ASX as amended from time to time.

Market Price means closing market price as that term is defined in the Listing Rules.

Meeting means the AGM to be held at Level 8, Waterfront Place, 1 Eagle Street, Brisbane Qld 4000 on Wednesday, 26 November 2025 as convened by the accompanying Notice of Meeting.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying the Explanatory Memorandum.

Options mean an option to subscribe for Shares.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

Remuneration Report means the remuneration report set out in the Director's report section of the Annual Report.

Resolution means a resolution to be proposed at the Meeting.

Shareholder means a holder of Shares in the Company.

Shares means ordinary fully paid shares in the issued capital of the Company.

Special Resolution means a resolution:

a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and

b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Trading Day has the meaning given to that term in the Listing Rules.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means in relation to particular securities for a particular period, the volume weighted average price of trading in those securities on the ASX market over that period.

Annexure A

Terms and Conditions of the Director Options – Resolutions 3 to 6

1. The Director Options shall be issued for no cash consideration.
2. Each Director Option entitles the holder to subscribe for, and be allotted, one fully paid ordinary share in the Company upon payment of the exercise price.
3. The exercise price of each Option is:
    - for Tranche 1 Director Options - $0.05;
    - for Tranche 2 Director Options - $0.07; and
    - for Tranche 3 Director Options - $0.09.
4. Each Director Option will expire at 5:00 pm (AEDT) on 30 November 2028 (**Expiry Date**)
5. The Director Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
6. Shares will be allotted and issued pursuant to the exercise of Director Options not more than 14 business days after receipt of a properly executed notice of exercise and payment of the requisite application moneys.
7. The Director Options are not transferable except to an offeror under a takeover offer or under a scheme of arrangement proposed by the Company, or except with the consent of the Directors of the Company in circumstances where the proposed transfer is to an entity wholly owned and controlled by the optionholder.
8. All Shares issued upon exercise of the Director Options will rank pari passu in all respects with the Company's then existing fully paid ordinary shares. The Company will apply for Official Quotation by the ASX of all Shares issued upon exercise of the Director Options.
9. There are no participating rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Director Options. Prior to any new pro rata issue of securities to Shareholders, Option holders will be notified by the Company in accordance with the requirements of the Listing Rules.
10. There is no right to a change in the exercise price of the Director Options or to the number of Shares over which the Director Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Director Options.
11. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

Proxy, Representative and Voting Entitlement Instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001 (*Cth*)*. The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act.*

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

BY MAIL Platina Resources Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia **BY FAX** +61 2 9287 0309	**ONLINE** https://au.investorcentre.mpms.mufg.com **ALL ENQUIRIES TO** Telephone: +61 1300 554 474

If a representative of the corporation is to attend the meeting the appropriate “Certificate of Appointment of Corporate Representative” should be produced prior to admission. A form of the certificate may be obtained from the Company’s share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 6.00pm (Brisbane time) on 24 November 2025. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, either holder may sign.
Power of Attorney:	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

PLATINA RESOURCES

ACN 119 007 939

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Platina Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Liberty Place, Level 41,
61 Castlereagh Street, Sydney NSW 2000

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **12:00pm (Brisbane time) on Monday, 24 November 2025,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged :

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE
Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

I/We being a member(s) of Platina Resources Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ the Chairman of the Meeting *(mark box)*

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm (Brisbane time) on Wednesday, 26 November 2025 at Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 3, 4, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 3, 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	Resolutions	For	Against	Abstain*
1	Re-election of Brian Moller as a Director			
2	Remuneration Report			
3	Issue of Options to Mr Brian Moller			
4	Issue of Options to Mr Corey Nolan			
5	Issue of Options to Mr Christopher Hartley			
6	Issue of Options to Mr John Anderson			
7	Ratification of prior issue of 20,000,000 Acquisition Shares			
8	Ratification of prior issue of 1,750,000 Advisor Shares			
9	Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A			

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).