RECHARGE METALS LIMITED
ACN 647 703 839
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30am (WST)

DATE: 30 March 2026

PLACE: Level 1, 1 Alvan Street
Subiaco WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:30am (WST) on 28 March 2026.

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR THE 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 up to 260,000,000 Shares to the Vendors (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

2. RESOLUTION 2 – APPROVAL TO ISSUE OPTIONS TO ROCK THE POLO PTY LTD

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 45,000,000 Options to Rock the Polo Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

3. RESOLUTION 3 – ELECTION OF DIRECTOR - SAMUEL EKINS

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

> *"That, pursuant to and in accordance with clause 11.12 of the Constitution and for all other purposes, Samuel Ekins, being eligible and having consented to act, be appointed as a director of the Company on and from completion of the Acquisition."*

4. RESOLUTION 4 – ELECTION OF DIRECTOR - BEN JONES

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

> *"That, pursuant to and in accordance with clause 11.12 of the Constitution and for all other purposes, Ben Jones, being eligible and having consented to act, be appointed as a director of the Company on and from completion of the Acquisition."*

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO UNRELATED PLACEMENT PARTICIPANTS

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 375,000,000 Shares to the Unrelated Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

6. RESOLUTION 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – FELICITY REPACHOLI

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Shares to Felicity Repacholi (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

7. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – CHRIS ZIELINSKI

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,000,000 Shares to Chris Zielinski (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

8. RESOLUTION 8 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – BEN VALLERINE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Shares to Ben Vallerine (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO FELICITY REPACHOLI

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Felicity Repacholi (or her nominee/s) on the terms and conditions set out in the Explanatory Statement."*

10. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS TO CHRIS ZIELINSKI

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Options to Chris Zielinski (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

11. RESOLUTION 11 – APPROVAL TO ISSUE OPTIONS TO BEN VALLERINE

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Options to Ben Vallerine (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

12. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS TO BEN JONES

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options to Ben Jones (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

13. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS AND ZEPOS TO SAMUEL EKINS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options and 25,000,000 ZEPOs to Samuel Ekins (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."*

Dated: 19 February 2026

Voting Prohibition Statements

Resolution 6 – Approval for Director Participation in Placement – Felicity Repacholi	In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 6 Excluded Party.
Resolution 7 – Approval for Director Participation in Placement – Chris Zielinski	In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 7 Excluded Party.
Resolution 8 – Approval for Director Participation in Placement – Ben Vallerine	In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 8 Excluded Party.
Resolution 9 – Approval to issue Options to Felicity Repacholi	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 9 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 10 – Approval to issue Options to Chris Zielinski	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to issue Options to Ben Vallerine	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 11 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or

	(ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1 – Approval to issue Shares in consideration for the Acquisition	The Vendors (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Approval to issue Options to Rock the Polo Pty Ltd	Rock the Polo Pty Ltd any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Shares to Unrelated Placement Participants	The Unrelated Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Approval for Director Participation in Placement – Felicity Repacholi	Felicity Repacholi (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval for Director Participation in Placement – Chris Zielinski	Chris Zielinski (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval for Director Participation in Placement – Ben Vallerine	Ben Vallerine (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue Options to Felicity Repacholi	Felicity Repacholi (or her nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue Options to Chris Zielinski	Chris Zielinski (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to issue Options to Ben Vallerine	Ben Vallerine (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to issue Options to Ben Jones	Ben Jones (or his nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 13 – Approval to issue Options and ZEPOs to Samuel Ekins	Samuel Ekins (or his nominee/s) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

To vote in person, attend the Meeting at the time, date and place set out on the covering page of this Notice.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9388 3742.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 8

1.1 Acquisition

As announced on 20 February 2026, the Company has entered into a binding agreement with Matthew Banks and Tim Hargreaves (together, the **Vendors**) (**Acquisition Agreement**) pursuant to which the Company has agreed to acquire, and each Vendor has agreed to sell, 100% of the issued share capital in Berma Prospecting Pty Ltd (ACN 665 477 734) (**Berma Prospecting**) and Glen Huntly Gold Pty Ltd (ACN 625 823 627) (**Glen Huntly Gold**), respectively (together, the **Target Entities**) (**Acquisition**). The Vendors together hold 100% of the issued share capital of the Target Entities and are each unrelated parties of the Company.

The Target Entities together hold a 100% legal and beneficial interest in the tenements which comprise the Sunset Well Project located in the Eastern Goldfield Terrane of the Yilgarn Craton in Western Australia (**New Project**). For further details of the Acquisition and the New Project, please refer to the Company's ASX announcement dated 20 February 2026. The material terms and conditions of the Acquisition Agreement are set out in the table below.

Consideration	In consideration for the Acquisition, the Company agreed to issue to the Vendors (or their nominees) an aggregate of 260,000,000 Shares (**Consideration Shares**) (approval of which is sought under Resolution 1). The Company has also agreed to pay Catapult Minerals Pty Ltd (or its nominee) a 1% net smelter return royalty from revenue generated from production at the Project (**Royalty**) and pay one of the Vendors up to a maximum of $25,000 cash for reimbursement of expenses previously incurred on the New Project.
Conditions Precedent	Completion of the Acquisition is conditional upon: (a) the Company receiving firm commitments for the Placement (defined below) to raise at least $3,750,000; (b) the Company obtaining Shareholder approval for the issue of: (i) the Consideration Shares (the subject of Resolution 1); (ii) the Options exercisable at $0.02 each and expiring on the date that is five years from the date of issue (**Advisor Options**) (the subject of Resolution 2); and (iii) the Shares the subject of the Placement (the subject of Resolutions 5 to 8); (c) ASX not withdrawing its previous confirmation provided to the Company that Listing Rules 11.1.2 and 11.1.3 are not required to be complied with in relation to the Acquisition; (d) the Company and the Vendors obtaining all necessary regulatory approvals or waivers pursuant to the Listing Rules, Corporations Act or any other law to allow both parties to lawfully complete the matters set out in the Acquisition Agreement; and (e) the Company and Catapult Minerals Pty Ltd (or its

	nominee) agreeing to the terms of a Royalty deed, (together the **Conditions Precedent**).
Director appointments	The Vendors will appoint two nominees, being Samuel Ekins and Ben Jones (**Incoming Directors**), to act as Directors effective upon completion of the Acquisition (the subject of Resolutions 3 and 4).

The Acquisition Agreement otherwise contains provisions considered standard for an agreement of its nature. On Completion, the Company will hold, through the Target Entities, a 100% interest in the New Project.

1.2 Placement

On 20 February 2026, the Company announced that it was undertaking a placement of Shares at an issue price of $0.01 per Share to raise approximately $3,970,000 (**Placement**). The Placement is comprised of the following:

(a) 375,000,000 Shares to be issued, subject to Shareholder approval, to sophisticated and professional investors unrelated to the Company (**Unrelated Placement Participants**) to raise up to $3,750,000 (before costs) (the subject of Resolution 5); and

(b) 22,000,000 Shares to be issued, subject to Shareholder approval, to the current Directors to raise up to $220,000 (before cost) (the subject of Resolutions 6 to 8).

The Company intends to apply the proceeds of the Placement towards exploration on both the New Project and its existing projects, expenses associated with the Acquisition and Placement and on general working capital.

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

2.1 General

As set out in Section 1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 260,000,000 Consideration Shares to the Vendors (or their nominees) in consideration for the Acquisition.

2.2 Listing Rule 7.1

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

The 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.

2.3 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 the terms of the Acquisition may need to be renegotiated by the Company in order for it to proceed.

2.4 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 will be identified/selected	The Vendors (or their nominees) will receive the Consideration Shares. The Vendors intend to nominate the Incoming Directors to receive a portion of the Consideration Shares in reliance on Listing Rule 10.12 (Exception 12) comprising 17,500,000 Shares to Samuel Ekins (or his nominee) and 17,500,000 Shares to Ben Jones (or his nominee).
Number and class of Securities to be issued	260,000,000 Consideration Shares will be issued.
Terms of Securities	The Consideration 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 Consideration Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Consideration 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 Consideration Shares will be issued at a nil issue price in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the Acquisition 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.

3. RESOLUTION 2 – APPROVAL TO ISSUE ADVISOR OPTIONS TO ROCK THE POLO PTY LTD

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 45,000,000 Advisor Options in consideration for advisory services provided by Rock the Polo Pty Ltd in connection with the Acquisition. The Adviser Options are to be issued at an issue price of $0.00001 each pursuant to an advisory agreement (**Advisor Agreement**).

As set out in Section 1.1, the Acquisition is conditional upon Shareholders approving the issue of the Advisor Options. A summary of Listing Rule 7.1 is set out in Section 2.2 above.

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

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the terms of the Acquisition may need to be renegotiated by the Company in order for it to proceed.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Rock the Polo Pty Ltd (or its nominees).
Number of Securities and class to be issued	45,000,000 Advisory Options will be issued.
Terms of Securities	The Advisory Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Advisory Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Advisory Options 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 Advisory Options will be issued at an issue price of $0.00001 each in consideration for advisory services provided in connection with the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement.
Summary of material terms of agreement to issue	The Advisory Options are being issued under the Advisor Agreement, a summary of the material terms of which is set out in Section 3.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 3 AND 4 – ELECTION OF SAMUEL EKINS AND BEN JONES

4.1 General

Pursuant to clause 11.12 of the Constitution, the Company may elect a person as a Director at a general meeting on the basis that a nomination has been received in accordance with the Constitution.

The Company has agreed to appoint Samuel Ekins as an Executive Director (the subject of Resolution 3) and Ben Jones as a Non-Executive Director (the subject of Resolution 4) effective upon completion of the Acquisition.

Further information in relation to the Incoming Directors is set out below.

4.2 Further information – Samuel Ekins

Qualifications, experience and other material directorships	Mr Ekins is a geologist with more than 20 years of experience in technical and leadership roles in greenfields and brownfields gold and base-metal exploration, as well as global upstream oil and gas consulting. His experience includes senior roles at Gold Fields' (NYSE & JSE: GFI) St Ives Mine in Kambalda, WA, Evolution Mining's (ASX: EVN) Mungari Operations in Kalgoorlie, WA and at Prodigy

	Gold (ASX: PRX). Mr Ekins has a Bachelor of Science with Honours in Geology from the University of Tasmania Centre for Ore Deposit and Earth Sciences (CODES) and a Master of Mining Engineering specialising in Geomechanics from the University of New South Wales. He is a member of the AusIMM. Mr Ekins is currenlty a non-executive director of Wildcat Resources Limited.
Independence	If elected, the Board considers that Samuel Ekins will not be an independent Director given his role as an Executive Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company will undertake such checks prior to the appointment of Samuel Ekins.
Board recommendation	Having received an acknowledgement from Samuel Ekins that he will have sufficient time to fulfil his responsibilities as a Director and on the basis that the Board considers that the skill and experience of Samuel Ekins will enhance the Board's ability to perform its role, the Directors recommend that Shareholders vote in favour of Resolution 13.

4.3 Further information – Ben Jones

Qualifications, experience and other material directorships	Mr Jones is a geologist with more than 20 years of industry experience including senior roles at Anglo Gold Ashanti (AGG); Jabiru Metals (JML); Independence Group (IGO); and Chief Geologist at Rumble Resources (RTR) during the discovery of the giant Earaheedy Lead/Zinc Project. He was part of the team that discovered the Stockman VMS deposit and Tropicana Gold Project. Mr Jones has a Bachelor of Science with Honours in Geology and a Masters of Economic Geology from the University of Tasmania Centre for Ore Deposit and Earth Sciences (CODES). He is a member of the AIG and a consultant at VDL Geological.
Independence	If elected, the Board considers that Ben Jones will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company will undertake such checks prior to the appointment of Ben Jones.
Board recommendation	Having received an acknowledgement from Ben Jones that he will have sufficient time to fulfil his responsibilities as a Director and on the basis that the Board considers that the skill and experience of Ben Jones will enhance the Board's ability to perform its role, the Directors recommend that Shareholders vote in favour of Resolution 4.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Samuel Ekins will be elected to the Board as an executive Director upon completion of the Acquisition.

If Resolution 3 is not passed, Samuel Ekins will not join the Board as an executive Director and the Company may seek further nominations from the Vendors in order to comply with the terms of the Acquisition Agreement.

If Resolution 4 is passed, Ben Jones will be elected to the Board as an independent non-executive Director upon completion of the Acquisition.

If Resolution 4 is not passed, Ben Jones will not join the Board as a non-executive Director and the Company may seek further nominations from the Vendors in order to comply with the terms of the Acquisition Agreement.

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5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO UNRELATED PLACEMENT PARTICIPANTS

5.1 General

As set out in Section 1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 375,000,000 Shares to the Unrelated Placement Participants (or their nominees) at an issue price of $0.01 per Share to raise up to $3,750,000.

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

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

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will not be able to satisfy the related Condition Precedent in the Acquisition Agreement.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated Placement Participants who will be identified through a bookbuild process, which will involve the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company other than Hale Court Holdings Pty Ltd which, together with its associates, is currently a substantial Shareholder.
Number of Securities and class to be issued	375,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 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	$0.01 per Share.

REQUIRED INFORMATION	DETAILS
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares will be issued pursuant to customary placement agreements between the Company and the Unrelated Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 6 TO 8 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

6.1 General

Resolutions 6 to 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 22,000,000 Shares to the current Directors (or their respective nominee(s)) on the terms and conditions set out below to enable the current Directors to participate in the Company's Placement on the same terms as Unrelated Placement Participants.

Further details in respect of the intended participation of the Director Participants are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION	
		SHARES	FUNDS RAISED
Felicity Repacholi	6	5,000,000	$50,000
Chris Zielinski	7	7,000,000	$70,000
Ben Vallerine	8	10,000,000	$100,000
Total		**22,000,000**	**$220,000**

6.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Shares should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

6.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being Directors of the Company.

As Shares are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

6.4 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,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and will accordingly not raise additional funds of $220,000 under the Placement from the Directors.

6.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Shares are set out in Section 6.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the Directors is set out in the table included at Section 6.1 above.
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 one month after the date of the Meeting (or such later date to the extent permitted by any

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>ASX waiver or modification of the Listing Rules).</td></tr>
<tr><td>Price or other consideration the Company will receive for the Securities</td><td>$0.01 per Share.</td></tr>
<tr><td>Purpose of the issue, including the intended use of any funds raised by the issue</td><td>The purpose of the issue is to raise capital. Please refer to Section 1.2 for details of the proposed use of funds.</td></tr>
<tr><td>Consideration of type and quantum of Security to be issued</td><td>The Directors are seeking to participate in the capital raising on the same terms as the Unrelated Placement Participants.
It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.</td></tr>
<tr><td>Valuation</td><td>The value of the Shares proposed to be issued is set out in the table below, based on a valuation of $0.01 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to Unrelated Placement Participants).
<table>
<tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr>
<tr><td>Felicity Repacholi</td><td>5,000,000</td><td>$50,000</td></tr>
<tr><td>Chris Zielinski</td><td>7,000,000</td><td>$70,000</td></tr>
<tr><td>Ben Vallerine</td><td>10,000,000</td><td>$100,000</td></tr>
</table>
</td></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Shares are not being issued under an agreement.</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:
As at the date of this Notice
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr>
<tr><td>Felicity Repacholi</td><td>3,112,500[2]</td><td>1,000,000[3]</td><td>10,000,000[4]</td><td>1.21%</td><td>3.88%</td></tr>
<tr><td>Ben Vallerine</td><td>1,000,000[5]</td><td>Nil</td><td>5,000,000[6]</td><td>0.39%</td><td>1.65%</td></tr>
<tr><td>Chris Zielinski</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
</table>
Post issue[8]
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>Felicity Repacholi</td><td>8,112,500[2,7]</td><td>1,000,000[3]</td><td>10,000,000[4]</td></tr>
<tr><td>Ben Vallerine</td><td>11,000,000[5,7]</td><td>Nil</td><td>5,000,000[6]</td></tr>
<tr><td>Chris Zielinski</td><td>7,000,000[7]</td><td>Nil</td><td>Nil</td></tr>
</table>
Notes:
1. Fully paid ordinary shares in the capital of the Company (ASX:REC).
2. Comprising of 2,112,500 Shares held directly by Felicity Repacholi</td></tr>
</table>

REQUIRED INFORMATION	DETAILS
	and 1,000,000 Shares held indirectly by Verkonology Pty Ltd. 3. Unquoted Options exercisable at $0.35 each on or before 3 May 2026, held indirectly by Verkonology Pty Ltd. 4. Comprising of: (a) 2,000,000 Performance Rights exercisable each on or before 9 December 2026; (b) 2,000,000 Performance Rights exercisable each on or before 9 December 2027; (c) 2,000,000 Performance Rights exercisable each on or before 9 December 2028; (d) 2,000,000 Performance Rights exercisable each on or before 9 December 2029; and (e) 2,000,000 Performance Rights exercisable each on or before 9 December 2029. 5. Held indirectly by Mr Benjamin Mathew Vallerine & Ms Samantha Leigh Blount <Avalanche A/C>. 6. Comprising of: (a) 1,000,000 Performance Rights exercisable each on or before 9 December 2026; (b) 1,000,000 Performance Rights exercisable each on or before 9 December 2027; (c) 1,000,000 Performance Rights exercisable each on or before 9 December 2028; (d) 1,000,000 Performance Rights exercisable each on or before 9 December 2029; and (e) 1,000,000 Performance Rights exercisable each on or before 9 December 2029. 7. Refer to Section 6.1. 8. This table does not include other proposed issues of Securities to the Directors under this Notice.
Dilution	If Resolutions 6 to 8 are passed, a total of 22,000,000 Shares would be issued. This will increase the number of Shares on issue from 256,989,967 (being the total number of Shares on issue as at the date of this Notice) to 278,989,967 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 7.89%, comprising 1.79% by Felicity Repacholi, 3.58% by Ben Vallerine and 2.51% by Chris Zielinski.
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

	PRICE	DATE
Highest	$0.029	15 October 2025
Lowest	$0.010	26 March 2025
Last	$0.022	19 February 2026

7. RESOLUTIONS 9 TO 11 – APPROVAL TO ISSUE OPTIONS TO DIRECTORS

7.1 General

Resolutions 9 to 11 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 15,000,000 Options, exercisable at $0.02 each on or before the date that is 5 years from the date of issue to the current Directors (**Director Options**) in the proportions set out in the table below.

RECIPIENT	RESOLUTION	OPTIONS
Felicity Repacholi (or her nominee/s)	9	10,000,000
Chris Zielinski (or his nominee/s)	10	2,500,000
Ben Vallerine (or his nominee/s)	11	2,500,000
Total		**15,000,000**

Refer to Schedule 1 for the full terms and conditions of the Director Options.

7.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee/s) are to be issued Options should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.3 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.4 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be required to find alternative ways of remunerating its Directors, including utilising its cash reserves.

7.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Options are set out in Section 7.1 above.

REQUIRED INFORMATION	DETAILS
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Options to be issued (being the nature of the financial benefit proposed to be given) is 15,000,000 which will be allocated as set out in Section 7.1 above.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which 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 proposed recipients.
Consideration of type of Security to be issued	The Company has agreed to issue the Options for the following reasons: (a) the issue of the Options has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of Options is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Board; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>on the terms proposed.</td></tr>
<tr><td>Consideration of quantum of Securities to be issued</td><td>The number of Options to be issued has been determined based upon a consideration of:
(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
(b) the remuneration of the proposed recipients; and
(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.</td></tr>
<tr><td>Remuneration</td><td>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:
<table>
<tr><th>RELATED PARTY</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th></tr>
<tr><td>Felicity Repacholi</td><td>$521,223[1]</td><td>$485,870[4,7]</td></tr>
<tr><td>Ben Vallerine</td><td>$41,259[2]</td><td>$63,719[5, 7]</td></tr>
<tr><td>Chris Zielinski</td><td>Nil[3]</td><td>$29,400[6, 7]</td></tr>
</table>
Notes:
1. Comprising of:
(a) $250,000 in Cash, Fees and Salary;
(b) $21,000 in Annual Leave;
(c) $28,750 in Superannuation; and
(d) $220,779 in Share-Based Payments.
2. Comprising of:
(a) $30,000 in Cash, Fees and Salary;
(b) $7,475 in Superannuation; and
(c) $7,809 in Share-Based Payments.
3. Chris Zielinski was appointed as a Director on 28 November 2025.
4. Comprising of:
(a) $250,000 in Cash, Fees and Salary;
(b) $30,000 in Superannuation; and
(c) $205,870 in Share-Based Payments.
5. Comprising of:
(a) $45,000 in Cash, Fees and Salary;
(b) $5,400 in Superannuation; and
(c) $13,319 in Share-Based Payments
6. Comprising of:
(a) $26,250 in Cash, Fees and Salary; and
(b) $3,150 in Superannuation.
7. This table does not include proposed issues of Securities to the Directors under this Notice.</td></tr>
<tr><td>Valuation</td><td>The value of the Options and the pricing methodology is set out in Schedule 2.</td></tr>
</table>

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The Options are not being issued under formal agreements.</td></tr>
<tr><td>Interest in Securities</td><td>
<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p>
<p>As at the date of this Notice</p>
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr>
<tr><td>Felicity Repacholi</td><td>3,112,500[2]</td><td>1,000,000[3]</td><td>10,000,000[4]</td><td>1.21%</td><td>3.88%</td></tr>
<tr><td>Ben Vallerine</td><td>1,000,000[5]</td><td>Nil</td><td>5,000,000[6]</td><td>0.39%</td><td>1.65%</td></tr>
<tr><td>Chris Zielinski</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
</table>
<p>Post issue[8]</p>
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>Felicity Repacholi</td><td>3,112,500[2]</td><td>11,000,000[3,7]</td><td>10,000,000[4]</td></tr>
<tr><td>Ben Vallerine</td><td>1,000,000[5]</td><td>2,500,000[7]</td><td>5,000,000[6]</td></tr>
<tr><td>Chris Zielinski</td><td>Nil</td><td>2,500,000[7]</td><td>Nil</td></tr>
</table>
<p>Notes:</p>
<p>1. Fully paid ordinary shares in the capital of the Company (ASX:REC).</p>
<p>2. Comprising of 2,112,500 Shares held directly by Felicity Repacholi and 1,000,000 Shares held indirectly by Verkonology Pty Ltd.</p>
<p>3. Unquoted Options exercisable at $0.35 each on or before 3 May 2026, held indirectly by Verkonology Pty Ltd.</p>
<p>4. Comprising of:
(a) 2,000,000 Performance Rights exercisable each on or before 9 December 2026;
(b) 2,000,000 Performance Rights exercisable each on or before 9 December 2027;
(c) 2,000,000 Performance Rights exercisable each on or before 9 December 2028;
(d) 2,000,000 Performance Rights exercisable each on or before 9 December 2029; and
(e) 2,000,000 Performance Rights exercisable each on or before 9 December 2029.</p>
<p>5. Held indirectly by Mr Benjamin Mathew Vallerine & Ms Samantha Leigh Blount <Avalanche A/C>.</p>
<p>6. Comprising of:
(f) 1,000,000 Performance Rights exercisable each on or before 9 December 2026;
(g) 1,000,000 Performance Rights exercisable each on or before 9 December 2027;
(h) 1,000,000 Performance Rights exercisable each on or before 9 December 2028;
(i) 1,000,000 Performance Rights exercisable each on or before 9 December 2029; and
(j) 1,000,000 Performance Rights exercisable each on or before 9 December 2029.</p>
<p>7. Refer to Schedule 1 for the terms and conditions of the Options.</p>
<p>8. This table does not include other proposed issues of Securities to the Directors under this Notice.</p>
</td></tr>
</table>

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Dilution</td><td>If the Options issued under these Resolutions are exercised, a total of 15,000,000 Shares would be issued. This will increase the number of Shares on issue from 256,989,967 (being the total number of Shares on issue as at the date of this Notice) to 271,989,967 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.52%, comprising 3.68% by Felicity Repacholi, 0.92% by Ben Vallerine and 0.92% by Chris Zielinski.</td></tr>
<tr><td>Market price</td><td>The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.
As at the date of this Notice, the Shares are trading on ASX at a price greater than the exercise price of the Options. The Board notes, however, that the exercise price of the Options represents a 100% premium to the issue price of the Shares to be issued under the Placement as well as to the deemed issue price of the Consideration Shares to be issued under the Acquisition.</td></tr>
<tr><td>Trading history</td><td>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>PRICE</th><th>DATE</th></tr>
<tr><td>Highest</td><td>$0.029</td><td>15 October 2025</td></tr>
<tr><td>Lowest</td><td>$0.010</td><td>26 March 2025</td></tr>
<tr><td>Last</td><td>$0.022</td><td>19 February 2026</td></tr>
</table></td></tr>
<tr><td>Other information</td><td>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</td></tr>
<tr><td>Voting exclusion statements</td><td>Voting exclusion statements apply to these Resolutions.</td></tr>
<tr><td>Voting prohibition statements</td><td>Voting prohibition statements apply to these Resolutions.</td></tr>
</table>

8. RESOLUTIONS 12 TO 13 – APPROVAL TO ISSUE OPTIONS AND ZEPOS

8.1 General

As set out in Section 1.1, upon completion of the Acquisition, the Company intends to appoint Samuel Ekins and Ben Jones (as the Incoming Directors) to the Board (subject to the passing of Resolutions 3 and 4).

In connection with these proposed appointments, Resolutions 12 to 13 seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of:

(a) 30,000,000 Options, exercisable at $0.02 each on or before the date that is 5 years from the date of issue to be issued to Ben Jones and Samuel Ekins (**Incoming Director Options**), and

(b) 25,000,000 zero exercise price Options (**ZEPOs**) to be issued to Samuel Ekins, in the proportions set out in the table below.

RECIPIENT	RESOLUTION	OPTIONS	ZEPOs
Ben Jones (or his nominee/s)	12	15,000,000	Nil
Samuel Ekins (or his nominee/s)	13	15,000,000	25,000,000
Total		**30,000,000**	**25,000,000**

The ZEPOs proposed to be issued will be subject to the following Share price vesting condition:

CLASS	VESTING CONDITION
A	The Company achieving a 30-day volume-weighted average Share price (calculated over 30 consecutive trading days on which the Company's Shares actually traded) (**30 Day VWAP**) of at least $0.10.
B	The Company achieving a 30 Day VWAP of at least $0.20.
C	The Company achieving a 30 Day VWAP of at least $0.30.
D	The Company achieving a 30 Day VWAP of at least $0.40.
E	The Company achieving a 30 Day VWAP of at least $0.50.

Subject to the passing of Resolution 13, Samuel Ekins will be issued 5,000,000 Class A ZEPOs, 5,000,000 Class B ZEPOs, 5,000,000 Class C ZEPOs, 5,000,000 Class D ZEPOs and 5,000,000 Class E ZEPOs.

The ZEPOs proposed to be issued to Samuel Ekins will also be subject to a continuous employment/engagement vesting condition whereby 1/3 of the ZEPOs in each class will vest (subject also to satisfaction of the Share price vesting condition described above) on each of the 12, 24 and 36 month anniversaries of the issue date of the ZEPOs respectively, subject to the recipient remaining employed or otherwise engaged by the Company at the relevant anniversary.

The proposed issue of the Options and ZEPOs was agreed after arms length negotiations between the Company and the respective recipients.

Refer to Schedule 1 for the full terms and conditions of the Incoming Director Options.

Refer to Schedule 3 for the full terms and conditions of the ZEPOs.

8.2 Listing Rule 7.1

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

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If these Resolutions are 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 these Resolutions are not passed, the Company will not be able to proceed with the issue. Consequently, the Company may be required to negotiate an alternative form of remuneration with the relevant recipient which may involve cash payments.

8.4 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	The proposed recipients of the Incoming Director Options and ZEPOs are set out in Section 8.1 above.
Number of Securities and class to be issued	An aggregate of 30,000,000 Incoming Director Options and 25,000,000 ZEPOs will be issued which will be allocated as set out in Section 8.1 above.
Terms of Securities	The Incoming Director Options will be issued on the terms and conditions set out in Schedule 1 and the ZEPOs will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Incoming Director Options and ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any Incoming Director Options or ZEPOs 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 Incoming Director Options and ZEPOs will be issued at a nil issue price as part of the remuneration for each recipient.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles and to provide a cost effective way from the Company to remunerate the proposed recipients, which 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 proposed recipients. No funds will be raised from the issue of the Incoming Director Options or ZEPOs, but if the Incoming Director Options or ZEPOs are exercised, the Company will receive approximately $600,000 as a result of the exercise price payable.
Summary of material terms of agreement to issue	The Incoming Director Options or ZEPOs are not being issued under formal agreements.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

GLOSSARY

30 Day VWAP has the meaning given in Section 8.1.

$ means Australian dollars.

Advisor Options has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

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

Acquisition has the meaning given in Section 1.1.

Acquisition Agreement has the meaning given in Section 1.1.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

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

(c) a dependent of the member or the member's spouse;

(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 dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Recharge Metals Limited (ACN 647 703 839).

Consideration Shares has the meaning given in Section 1.1.

Constitution means the Company's constitution.

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

Director Options has the meaning given in Section 7.1.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Incoming Director Options has the meaning given in Section 8.1.

Incoming Directors means Samuel Ekins and Ben Jones.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

New Project has the meaning given in Section 1.1.

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

Option means an option to acquire a Share.

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

Placement has the meaning given in Section 1.2.

Unrelated Placement Participants has the meaning given in Section 1.2.

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 and 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.

Target Entities has the meaning given in Section 1.1.

Vendors has the meaning given in Section 1.1.

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

ZEPOs has the meaning given in Section 8.1.

SCHEDULE 1 – TERMS AND CONDITIONS OF ADVISOR OPTIONS, DIRECTOR OPTIONS AND INCOMING DIRECTOR OPTIONS

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 10, the amount payable upon exercise of each Option will be $0.02 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00 pm (WST) on the date that is 5 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by: (a) notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**); and (b) payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or the cashless exercise procedure set out in paragraph 6. An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and, subject to the holder electing for Cashless Exercise, the date of receipt of the payment of the Exercise Price (for each Option being exercised in cleared funds).
6.	**Cashless Exercise**	Subject to Board approval, in lieu of paying the aggregate Exercise Price for the number of Options specified in the Exercise Notice, the holder of the Options may elect a cashless exercise (**Cashless Exercise**) whereby the Board will issue to the holder that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula: $S=O*\frac{(MVS-EP)}{MVS}$ Where: S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise. EP = Exercise Price of the Options. For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.
7.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
8.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company;

		(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
11.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
12.	**Change in exercise price/Adjustment for rights issue**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
13.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF DIRECTOR OPTIONS

The Options to be issued pursuant to Resolutions 9 to 11 have been valued by internal management.

Using the Black & Scholes option model that the binomial options pricing model and based on the assumptions set out below, the Options were ascribed the following value:

ASSUMPTIONS:	
Valuation date	4 February 2026
Market price of Shares	1 cent
Exercise price	2 cents
Expiry date (length of time from issue)	5 Years
Risk free interest rate	0%
Volatility (discount)	84%
Indicative value per Option	**0.57 cents**
Total Value of Options	**$85,500**
- Felicity Repacholi (Resolution 9)	$57,000
- Chris Zielinski (Resolution 10)	$14,250
- Ben Vallerine (Resolution 11)	$14,250

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 3 – TERMS AND CONDITIONS OF ZEPOS

1.	**Entitlement**	Each zero exercise price option (**ZEPO**) entitles the holder to subscribe for one Share upon exercise of the ZEPO.
2.	**Exercise Price**	No consideration is payable upon the exercise of each ZEPO.
3.	**Expiry Date**	Each ZEPO will expire at 5:00 pm (WST) on the date that is 5 years from the date of issue (**Expiry Date**). A ZEPO not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Share Price Vesting Condition – Class A ZEPO**	Subject to satisfaction of the continuous employment/engagement vesting condition in paragraph 9 below, each Class A ZEPO will vest and become capable of being exercised into Shares upon the Company achieving a 30-day volume-weighted average Share price (calculated over 30 consecutive trading days on which the Company's Shares actually traded) (**30 Day VWAP**) of at least $0.10.
5.	**Share Price Vesting Condition – Class B ZEPO**	Subject to satisfaction of the continuous employment/engagement vesting condition in paragraph 9 below, each Class B ZEPO will vest and become capable of being exercised into Shares upon the Company achieving a 30 Day VWAP of at least $0.20.
6.	**Share Price Vesting Condition – Class C ZEPO**	Subject to satisfaction of the continuous employment/engagement vesting condition in paragraph 9 below, each Class C ZEPO will vest and become capable of being exercised into Shares upon the Company achieving a 30 Day VWAP of at least $0.30.
7.	**Share Price Vesting Condition – Class D ZEPO**	Subject to satisfaction of the continuous employment/engagement vesting condition in paragraph 9 below, each Class D ZEPO will vest and become capable of being exercised into Shares upon the Company achieving a 30 Day VWAP of at least $0.40.
8.	**Share Price Vesting Condition – Class E ZEPO**	Subject to satisfaction of the continuous employment/engagement vesting condition in paragraph 9 below, each Class E ZEPO will vest and become capable of being exercised into Shares upon the Company achieving a 30 Day VWAP of at least $0.50.
9.	**Continuous Employment/Engagement Vesting Condition**	One third of the ZEPOs in each class will vest (subject also to satisfaction of the relevant Share price vesting condition described above) on each of the 12, 24 and 36 month anniversaries of the issue date of the ZEPOs respectively, subject to the holder remaining employed or otherwise engaged by the Company at the relevant anniversary.
10.	**Exercise Period**	Each class of ZEPOs are exercisable upon satisfaction of the relevant vesting conditions applicable to that class on or prior to the Expiry Date (**Exercise Period**).
11.	**Exercise Notice**	The ZEPOs may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the ZEPO certificate (**Exercise Notice**).
12.	**Exercise Date**	An Exercise Notice is only effective on and from the date of receipt of the Exercise Notice (**Exercise Date**).
13.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of ZEPOs specified in the Exercise Notice; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations

		Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the ZEPOs. If a notice delivered under 13(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
14.	**Shares issued on exercise**	Shares issued on exercise of the ZEPOs rank equally with the then issued shares of the Company.
15.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder (including the Share Price Vesting Conditions) will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of the reorganisation.
16.	**Participation in new issues**	There are no participation rights or entitlements inherent in the ZEPOs and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the ZEPOs without exercising the ZEPOs.
17.	**Change in exercise price/Adjustment for rights issue**	A ZEPO does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the ZEPO can be exercised.
18.	**Transferability**	The ZEPOs are not transferable.

RECHARGE
METALS
ABN 13 647 703 839

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

REC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.30am (AWST) on Saturday, 28 March 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

> **Corporate Representative**
> If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate “Appointment of Corporate Representative”. A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Recharge Metals Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ☐

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Recharge Metals Limited to be held at Level 1, 1 Alvan Street, Subiaco, WA 6008 on Monday, 30 March 2026 at 10.30am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 9, 10, 11, 12, and 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 9, 10, 11, 12, and 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 9, 10, 11, 12, and 13 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	**Against**	**Abstain**
1	Approval to issue Shares in Consideration for the Acquisition	☐	☐	☐
2	Approval to issue Options to Rock the Polo Pty Ltd	☐	☐	☐
3	Election of Director - Samuel Ekins	☐	☐	☐
4	Election of Director - Ben Jones	☐	☐	☐
5	Approval to issue Shares to unrelated Placement Participants	☐	☐	☐
6	Approval for Director Participation in Placement – Felicity Repacholi	☐	☐	☐
7	Approval for Director Participation in Placement – Chris Zielinski	☐	☐	☐
8	Approval for Director Participation in Placement – Ben Vallerine	☐	☐	☐

		For	**Against**	**Abstain**
9	Approval to issue Options to Felicity Repacholi	☐	☐	☐
10	Approval to issue Options to Chris Zielinski	☐	☐	☐
11	Approval to issue Options to Ben Vallerine	☐	☐	☐
12	Approval to issue Options to Ben Jones	☐	☐	☐
13	Approval to issue Options and ZEPOs to Samuel Ekins	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number	**Email Address**

R E C 999999A

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