
RUMBLE RESOURCES LIMITED
ACN 148 214 260
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00pm AWST
DATE: 28 November 2025
PLACE: CWA House
1176 Hay Street
WEST PERTH WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 26 November 2025.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GEOFF JONES

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

"That, for the purpose of clause 6.3(b)(ii) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Geoff Jones, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR MICHAEL SMITH

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

"That, for the purpose of clause 6.3(b)(ii) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael Smith, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal 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 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

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 exception 13(b) of Listing Rule 7.2 and sections 257B, 259B and 260C of the Corporations Act, and for all other purposes, Shareholders re-approve the employee incentive scheme of the Company known as the "Rumble Resources Limited Employee Securities Incentive Plan" (Plan) and the issue of Securities under the Plan, on the terms and conditions in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

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

"That, conditional on Resolution 5 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Plan, approval be given for all purposes including Part 2D.2

of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Statement."

7. RESOLUTION 7 - APPROVAL OF ISSUE OF SHARES AND TO PROVIDE LOAN TO PETER HAROLD UNDER THE PLAN

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 Listing Rule 10.14 and for all other purposes, subject to Shareholders approving Resolution 5, Shareholders approve the issue of 8,000,000 Shares to Peter Harold (or his nominee) under the Plan, and the provision of a Loan to Peter Harold (or his nominee) to assist with the acquisition of the Shares under the Plan, on the terms and conditions in the Explanatory Statement."

8. RESOLUTION 8 – ISSUE OF INCENTIVE OPTIONS TO PETER VENN

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Incentive Options to Mr Peter Venn (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – ISSUE OF INCENTIVE OPTIONS TO GEOFF JONES

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Incentive Options to Mr Geoff Jones (or his nominee(s)) under the Plan on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval of Employee Securities Incentive Plan	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. However, 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 6 – Approval of Potential Termination Benefits under the Plan	In accordance with section 250BD and section 200E(2A) 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. However, 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.
Resolutions 7 to 9 – Approval of issue of Shares and to provide Loan to Peter Harold under the Plan and Issue of Incentive Options to Mr Peter Venn and Geoff Jones	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. However, 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 Resolution set out below by or on behalf of the following persons:

Resolution 5 – Approval of Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 6 – Approval of Potential Termination Benefits under the Plan	A person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 7 – Approval of issue of Shares and to provide Loan to Peter Harold under the Plan	Mr Peter Harold (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

Resolution 8 – Issue of Incentive Options to Peter Venn	Mr Peter Venn (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 9 – Issue of Incentive Options to Geoff Jones	Mr Geoff Jones (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6555 3980.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with 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.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.rumblersources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

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

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, 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 of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GEOFF JONES

3.1 General

Listing Rule 14.4 and clause 6.3(b)(ii) of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Geoff Jones, having held office without re-election since 30 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Jones is set out below.

Qualifications, experience and other material directorships	Geoff is a civil engineer with over 35 years' experience in engineering design and construction for minerals processing and mine project development in Australia and overseas. Geoff is currently CEO of MACA Interquip Mintrex, an engineering and construction business providing services to the mineral processing and mining sector. Prior to joining MACA Interquip Mintrex, Geoff was the Managing Director for GR Engineering Services Limited. Geoff has also worked for Baulderstone Hornibrook, John Holland, Minproc Engineers and Signet Engineering and as Group Project Engineer for Resolute Mining Limited where he was responsible for the development of its mining projects in Australia, Ghana and Tanzania. He has served as a non-executive director on a number of ASX listed company boards and is currently a Non-Executive Director of LinQ Minerals Ltd.
Term of office	Mr Jones has served as a Director since 14 July 2022 and was last re-elected on 30 November 2022.
Independence	If re-elected, the Board considers that Mr Jones will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Jones that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Jones since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Jones) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Jones will be re-elected to the Board as an independent Director.

If Resolution 2 is not passed, Mr Jones will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MICHAEL SMITH

4.1 General

Listing Rule 14.4 and clause 6.3(b)(ii) of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Michael Smith, having held office without re-election since 30 November 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Smith is set out below.

Qualifications, experience and other material directorships	Mr Smith is a Chartered Accountant with over 35 years of experience in the accounting, business and taxation advice sectors. He holds a Bachelor of Business, is a member of CAANZ and has held numerous business management roles including acting as Chief Executive of a division of a publicly listed national financial services consolidator for five years overseeing significant growth in that time.
Term of office	Mr Smith has served as a Director since 1 February 2011 and was last re-elected on 30 November 2022.
Independence	If re-elected, the Board considers that Mr Smith will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Smith that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Smith since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Smith) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Mr Smith will be re-elected to the Board as an independent Director.

If Resolution 2 is not passed, Mr Smith will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

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% to 25% (**7.1A Mandate**). 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 of the date of this Notice, the Company's market capitalisation is \$56,586,612. The Company is therefore an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If Resolution 3 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 3 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.

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS																														
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) 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).																														
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration 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: (a) 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; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.																														
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.																														
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, 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 or proposed to be issued as at 15 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 7.1A Mandate. <table><tr><th colspan="2" rowspan="5">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="5">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.023</th><th>\$0.046</th><th>\$0.069</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>1,230,143,742 Shares</td><td>123,014,374 Shares</td><td>\$2,829,330</td><td>\$5,658,661</td><td>\$8,487,991</td></tr><tr><td>50% increase</td><td>1,845,215,613 Shares</td><td>184,521,561 Shares</td><td>\$4,243,995</td><td>\$8,487,991</td><td>\$12,731,987</td></tr></table>	Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.023	\$0.046	\$0.069	50% decrease	Issue Price	50% increase	Funds Raised			Current	1,230,143,742 Shares	123,014,374 Shares	\$2,829,330	\$5,658,661	\$8,487,991	50% increase	1,845,215,613 Shares	184,521,561 Shares	\$4,243,995	\$8,487,991	\$12,731,987
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REQUIRED INFORMATION	DETAILS					
	100% increase	2,460,287,484 Shares	246,028,748 Shares	\$5,658,661	\$11,317,322	\$16,975,983
	*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. There are currently 1,230,143,742 Shares on issue.					
	2. The issue price set out above is the closing market price of the Shares on the ASX on 15 October 2025 (being \$0.046) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.					
	3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.					
	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 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.					
	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.					
Allocation policy under 7.1A Mandate	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 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.					
	Shareholders should note that there is a risk that:					
	(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and					
	(b) 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.					
	The recipients of the Equity Securities to be issued under the 7.1A Mandate 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 of the Company.					
	The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:					
	(a) the purpose of the issue;					
	(b) 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;					
	(c) the effect of the issue of the Equity Securities on the control of the Company;					
(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;						
(e) prevailing market conditions; and						

REQUIRED INFORMATION	DETAILS										
	(f) advice from corporate, financial and broking advisers (if applicable).										
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2024 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 28 November 2024, the Company issued 79,980,357 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 8.78% of the total diluted number of Equity Securities on issue in the Company on 28 November 2024, which was 911,048,751. Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue: <table border="1" data-bbox="523 757 1385 1608"> <tr> <td data-bbox="523 757 805 846">Date of Issue and Appendix 2A</td><td data-bbox="810 757 1385 846"> Date of Issue: 15 September 2025 Date of Appendix 2A: 12 September 2025 </td></tr> <tr> <td data-bbox="523 846 805 920">Number and Class of Equity Securities Issued</td><td data-bbox="810 846 1385 920">79,980,357 Shares²</td></tr> <tr> <td data-bbox="523 920 805 994">Issue Price and discount to Market Price¹ (if any)</td><td data-bbox="810 920 1385 994">\$0.025 per Share (at a discount of 19.35% to Market Price).</td></tr> <tr> <td data-bbox="523 994 805 1294">Recipients</td><td data-bbox="810 994 1385 1294"> Professional and sophisticated investors as part of a placement announced on 9 September 2025. The placement participants were identified through a bookbuild process, which involved Wilsons Corporate Finance Limited and MST Financial Services Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21. </td></tr> <tr> <td data-bbox="523 1294 805 1608">Total Cash Consideration and Use of Funds</td><td data-bbox="810 1294 1385 1608"> Amount raised: \$1,999,509 Amount spent: nil Use of funds: Western Queen gold extensional and infill drilling, mining studies and predevelopment activities; Western Queen tungsten metallurgical work and other projects; and general working capital and offer costs. Amount remaining: \$1,999,509 Proposed use of remaining funds:⁴ as set out above. </td></tr> </table> Notes: - Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. - Fully paid ordinary shares in the capital of the Company, ASX Code: RTR (terms are set out in the Constitution). - This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.	Date of Issue and Appendix 2A	Date of Issue: 15 September 2025 Date of Appendix 2A: 12 September 2025	Number and Class of Equity Securities Issued	79,980,357 Shares ²	Issue Price and discount to Market Price¹ (if any)	\$0.025 per Share (at a discount of 19.35% to Market Price).	Recipients	Professional and sophisticated investors as part of a placement announced on 9 September 2025. The placement participants were identified through a bookbuild process, which involved Wilsons Corporate Finance Limited and MST Financial Services Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.	Total Cash Consideration and Use of Funds	Amount raised: \$1,999,509 Amount spent: nil Use of funds: Western Queen gold extensional and infill drilling, mining studies and predevelopment activities; Western Queen tungsten metallurgical work and other projects; and general working capital and offer costs. Amount remaining: \$1,999,509 Proposed use of remaining funds: ⁴ as set out above.
Date of Issue and Appendix 2A	Date of Issue: 15 September 2025 Date of Appendix 2A: 12 September 2025										
Number and Class of Equity Securities Issued	79,980,357 Shares ²										
Issue Price and discount to Market Price¹ (if any)	\$0.025 per Share (at a discount of 19.35% to Market Price).										
Recipients	Professional and sophisticated investors as part of a placement announced on 9 September 2025. The placement participants were identified through a bookbuild process, which involved Wilsons Corporate Finance Limited and MST Financial Services Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.										
Total Cash Consideration and Use of Funds	Amount raised: \$1,999,509 Amount spent: nil Use of funds: Western Queen gold extensional and infill drilling, mining studies and predevelopment activities; Western Queen tungsten metallurgical work and other projects; and general working capital and offer costs. Amount remaining: \$1,999,509 Proposed use of remaining funds: ⁴ as set out above.										
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, a voting exclusion statement is not included in this Notice.										

6. RESOLUTION 5 – APPROVAL OF EMPLOYEE SECURITIES INCENTIVE PLAN

6.1 General

The Company's Employee Securities Incentive Plan (**Plan**) was last approved by Shareholders on 30 November 2022 at the Company's AGM.

Shareholders approved the Plan for the purposes of ASX Listing Rule 7.2, exception 13(b). This approval expires if there is a material change to the terms of the Plan or otherwise three years after approval is given.

6.2 Amendments to Plan since last approved by Shareholders

The Plan was amended on or around the date of this Notice to allow for the Company to issue Shares to eligible participants and paid for by way of a limited recourse loan from the Company (**Loan Shares**) as summarised below:

- (a) the Company may invite eligible participants to apply for Shares to be acquired at Market Value (as defined in the Plan), with the Company providing a limited recourse loan (**Loan**) to fund the acquisition of the Shares; and
- (b) the Loan will be governed by a separate loan agreement (**Loan Agreement**) with the following key terms:
 - (i) the Loan will be interest free;
 - (ii) the Shares cannot be sold or otherwise disposed of until the Loan is repaid;
 - (iii) the Loan is repayable on a fixed repayment date (or on a Change of Control Event (as defined in the Plan)); and
 - (iv) if the Loan is not repaid when due, the Company may divest the Loan Shares and retain any proceeds from the divestment, with the outstanding Loan deemed to be discharged even if not fully repaid (ie the Loan is limited recourse).

The Plan was also amended to clarify the types of disposal restrictions that can be applied to Shares acquired under the Plan, and the circumstances in which the Company may compulsorily divest Shares and the methods by which such divestment may occur.

These amendments do not have retrospective effect (ie they do not apply to any Equity Securities acquired under the Plan prior to its amendment).

6.3 Listing Rules 7.1 and 7.2, exception 13(b)

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

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Plan.

6.4 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) a summary of the material terms of the Plan is provided in Schedule 1. A copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. Shareholders are invited to contact the Company if they have any queries;

- (b) as at the date of this Notice, 28,000,000 Equity Securities have been issued under the Plan since it was last approved by Shareholders on 30 November 2022;
- (c) the maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 5 is 123,014,374 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). This number comprises approximately 10% of the Company's Equity Securities currently on issue; and
- (d) a voting exclusion statement and a voting prohibition statement is included in the Notice.

The maximum number of Equity Securities referred to above is not intended to be a prediction of the actual number of Equity Securities to be issued under the Plan, simply a ceiling for the purposes of ASX Listing Rule 7.2, exception 13(b). Equity Securities issued in excess of the above maximum, unless they are issued under another exception to Listing Rule 7.1 such as under Listing Rule 10.14, will reduce the Company's 15% placement capacity under Listing Rule 7.1 for 12 months from the date of issue. Note also that any issue of Equity Securities under the Plan, including if approved under Listing Rule 10.14, will be taken into account when assessing when the maximum number of Equity Securities has been reached.

6.5 ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If this Resolution is not passed, any issue of Equity Securities pursuant to the Plan must either be undertaken using the Company's 15% annual placement capacity under Listing Rule 7.1, or with prior Shareholder approval.

For the avoidance of doubt, the Company will need separate Shareholder approval under Listing Rule 10.14 in respect of any future issue of Equity Incentives under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. For this reason, the Company is also seeking approval under Resolution 6 for the issue of Loan Shares to Director Peter Harold pursuant to the Plan for the purposes of Listing Rule 10.14.

6.6 Section 257B of the Corporations Act

Section 257B of the Corporations Act provides that a company may buy back and cancel Shares without Shareholder approval where the Shares are issued under an employee share scheme that has been approved by a resolution passed at a general meeting of the company, provided the number of Shares bought back is not more than 10% of the smallest number, at any time during the last 12 months, of votes attaching to voting shares of the company.

Under the Plan as amended, the Company may buy back and cancel Loan Shares in certain circumstances, including where a Loan is not repaid when due. If the Plan is approved by Shareholders at the Meeting, the Company will be permitted to buy back and cancel Loan Shares in accordance with the Plan and any applicable Loan Agreement.

6.7 Section 259B of the Corporations Act

Section 259B(1) of the Corporations Act provides that a company must not take security over shares in itself or in a company that controls it, except as permitted by section 259B(2).

Section 259B(2) provides that a company may take security over shares in itself under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

Under the Plan as amended, if a Loan is made to a participant to acquire Shares under the Plan, until the Loan is repaid in full, the Company will have a lien over all the Shares held by the participant to which the Loan relates, all dividends and other amounts paid or payable on those Shares, and all securities issued in respect of those Shares as part of a bonus or entitlement issue.

If the Plan is approved by Shareholders at the Meeting, the Company will be permitted to take security over the Loan Shares in accordance with the Plan and any Loan Agreement.

6.8 Section 260C(4) of the Corporations Act

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors;
- (b) the assistance is approved by shareholder under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C.

Section 260C(4) of the Corporations Act provides that financial assistance is exempted from section 260A if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

Under the Plan as amended, the Board may offer an eligible participant a Loan to fund the acquisition price of Loan Shares on the terms and conditions set out in a limited recourse Loan Agreement between the Company and the eligible participant. The Loan will constitute financial assistance for the purposes of clause 260C of the Corporations Act.

The Board does not believe that the provision of financial assistance in the form of Loans will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors. However, the Board considers it prudent to seek Shareholder approval to ensure that the Plan qualifies for the exemption under section 260C(4) of the Corporations Act.

7. RESOLUTION 6 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

7.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that, in the event of a participant ceasing their engagement with the Company before their some or all of the Equity Securities granted under the Plan (**Plan Securities**) vest, that vesting of the Plan Securities is accelerated. This may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained.

7.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 5, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Statement.

Under the terms of the Plan and subject to the Listing Rules and the Corporations Act, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

7.3 Listing Rule 10.19

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any child entities will, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

7.4 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

7.5 Additional information

Resolution 6 is conditional on the passing of Resolution 5.

If Resolution 5 is not approved at the Meeting, Resolution 6 will not be put to the Meeting.

Resolution 6 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 6 due to their potential personal interests in the outcome of the Resolution.

8. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES AND TO PROVIDE LOAN TO PETER HAROLD UNDER THE PLAN

8.1 General

The Company is proposing, subject to obtaining Shareholder approval under Resolution 6, to issue up to a total of 8,000,000 Shares to Peter Harold (or his nominee) under the Plan (**Director Shares**), and the provision of an interest free, limited recourse loan to acquire those Director Shares (**Director Loan**) in accordance with the Plan and a loan agreement to be entered into between the Company and Mr Harold (or his nominee) (**Loan Agreement**).

The Director Shares will be subject to the following Disposal Restriction Conditions:

- (a) Mr Harold must remain the Managing Director and CEO of the Company for three (3) continuous years from the date the Director Shares are issued; and
- (b) the Director Loan must be repaid within seven (7) years of the date the Director Shares are issued.

If a Disposal Restriction Condition is not satisfied (and is not waived by the Board), the Director Shares may be compulsorily divested by the Company in accordance with the Plan.

Refer to Schedule 1 for a summary of the Plan.

The Loan Agreement will be on the following key terms:

- (a) the Loan will be interest free;
- (b) the Director Shares cannot be sold or otherwise disposed of until the Loan is repaid;
- (c) the Loan is repayable seven (7) years after the issue date of the Director Shares (or on a Change of Control Event); and
- (d) if the Loan is not repaid when due, the Company may divest the Director Shares and retain any proceeds from the divestment, with the outstanding Loan deemed to be discharged even if not fully repaid (ie the Loan is limited recourse).

Mr Harold currently holds Options and Performance Rights offers made by the Company and approved at the 2024 Annual General Meeting and the Board considers it highly desirable for shareholders if Mr Harold is directly aligned to shareholders through the award of Shares under the Plan to him (or his nominee).

The Company will issue the Director Shares to Mr Harold (or his nominee) to incentivise his continued performance and retention as the Managing Director. The issue of Director Shares under the Plan is consistent with the strategic goals and targets of the Company and allows the Company to conserve its available cash reserves.

The Board further believes that the Plan is the most appropriate mechanism to deliver this equity component. Shares issued through the Plan provide for immediate share ownership, linking a significant proportion of rewards to ongoing Share price performance and returns to Shareholders.

This Resolution seeks Shareholder approval for the issue of the Director Shares, and the grant of the Director Loan, to Peter Harold (or his nominee) under the Plan for the purposes of ASX Listing Rule 10.14 and all other purposes.

8.2 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 Mr Harold is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Harold) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because of the Director Shares, and provision of the Director Loan, because they are considered by the Board as reasonable remuneration and therefore falls within the exception stipulated by section 211 of the Corporations Act.

8.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- (a) a director of the entity (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and
- (c) a person whose relationship with the entity or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14

8.4 Technical information required by ASX Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Director Shares and provide the Director Loan within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity

If this Resolution is not passed,, the Company will not be able to proceed with the issue of Director Shares, and provide the Director Loan, to Peter Harold (or his nominee), and the Company will have to consider alternative commercial means to incentivise Peter Harold.

8.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Peter Harold (or his nominee).
Categorisation under Listing Rule 10.14	Peter Harold falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of Peter Harold who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	A maximum of 8,000,000 Director Shares will be issued to Peter Harold (or his nominee).
Remuneration package	The current total remuneration package for Peter Harold (including superannuation, but excluding any discretionary bonuses and any non-cash or equity benefits) is \$450,000. If the Securities are issued, the total remuneration package of Peter Harold will increase by \$288,000, being the value of the Director Shares (based on the closing market price of Shares on the ASX on 9 October 2025 (being \$0.036)).

REQUIRED INFORMATION	DETAILS
Securities previously issued to the recipient/(s) under the Plan	10,000,000 Options and 10,000,000 Performance Rights have previously been issued to Peter Harold for nil cash consideration under the Plan.
Terms of Securities	The Director Shares will be issued on the same terms and conditions as the Company's other Shares on issue. However, they will also be subject to the terms of the Plan and Loan Agreement and the Disposal Restriction Conditions disclosed in section 8.1 above.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities as soon as practicable following the Meeting. In any event, the Company will not issue any Securities later than 15 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).
Issue price of Securities	The Director Shares will be issued at a price equal to the 5 trading day VWAP for the period up to and including the date of issue.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	The Company will provide financial assistance in the form of a limited recourse Loan to Mr Harold (or his nominee) for the acquisition of the Director Shares under the Loan Agreement. The material terms of the Loan Agreement are summarised in section 8.1 above.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

9. RESOLUTIONS 8 TO 9 – ISSUE OF INCENTIVE OPTIONS TO DIRECTORS

9.1 General

These Resolutions seek, subject to obtaining Shareholder approval under Resolution 5, Shareholder approval for the purposes of Listing Rule 10.14 for the issue of an aggregate of up to 4,500,000 Options to Messrs Peter Venn and Geoff Jones (or their respective nominees) (**Incentive Options**) pursuant to the Plan on the terms and conditions set out below.

Resolution 9 is also subject to the re-election of Geoff Jones as a Director (refer to Resolution 2).

Further details in respect of the Incentive Options proposed to be issued are set out in the table below.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE	
A	750,000	P Venn	8	Completion of at least 12 months of continuous service with the Company (including by being employed or otherwise engaged by the Company or its related bodies corporate) from the date of issue.	The price equal to a 50% premium to the 5-Day volume-weighted average price (VWAP) up to and excluding the date of issue.	The earlier to occur of: (a) a vesting condition becoming incapable of satisfaction (subject to the exercise of the Board's discretion in accordance with the Plan); and (b) 5:00pm (Perth time) on the date that is three years after the date of issue.	
	375,000	G Jones	9				
B	750,000	P Venn	8	Completion of at least 24 months of continuous service with the Company (including by being employed or otherwise engaged by the Company or its related bodies corporate) from the date of issue.			
	375,000	G Jones	9				
C	750,000	P Venn	8	Completion of at least 12 months of continuous service with the Company (including by being employed or otherwise engaged by the Company or its related bodies corporate) from the date of issue.			The price equal to a 100% premium to the 5-day VWAP up to and excluding the date of issue.
	375,000	G Jones	9				
D	750,000	P Venn	8	Completion of at least 24 months of continuous service with the Company (including by being employed or otherwise engaged by the Company or its related bodies corporate) from the date of issue.			
	375,000	G Jones	9				

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The issue constitutes giving a financial benefit and Messrs Venn and Jones are each a related party of the Company by virtue of being a Director.

The Directors (other than Mr Venn and Mr Jones) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Incentive Options, reached as part of the remuneration package for Mr Venn and Mr Jones, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or

- 10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Incentive Options to Messrs Venn and Jones falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

9.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue of Incentive Options to Messrs Venn and Jones within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), 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 of Incentive Options to Messrs Venn and Jones and the Company will have to consider alternative commercial means to incentivise Messrs Venn and Jones.

9.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS									
Name of the person to whom Securities will be issued	The proposed recipients of the Incentive Options are set out in Section 9.1.									
Categorisation under Listing Rule 10.14	Messrs Venn and Jones each fall within the category set out in Listing Rule 10.14.1 as they are each a related party of the Company by virtue of being a Director. Any nominees of Messrs Venn and Jones who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.									
Number of Securities and class to be issued	4,500,000 Incentive Options will be issued.									
Remuneration package	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 (including superannuation, but excluding any discretionary bonuses and any non-cash or equity benefits: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026 (PROPOSED)</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025 (ACTUAL)</th></tr><tr><td>Peter Venn¹</td><td>\$290,000²</td><td>\$289,839⁴</td></tr><tr><td>Geoff Jones¹</td><td>\$95,200³</td><td>\$66,900⁴</td></tr></table> Notes: - Messrs Peter Venn and Geoff Jones were appointed on 14 July 2021 and 14 July 2022 respectively. - Comprising consulting and Directors' fees of \$290,000. - Comprising Directors' fees/salary of \$85,000 and a superannuation payment of \$10,200 - Further details of the remuneration paid during this period are set out in the Annual Report published on 30 September 2025. - If the Incentive Options are issued, the total remuneration package for Mr Venn will increase by \$78,810 and for Mr Jones will increase by \$39,405, being the value of the Options (based on the Black-Scholes methodology)	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026 (PROPOSED)	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025 (ACTUAL)	Peter Venn ¹	\$290,000 ²	\$289,839 ⁴	Geoff Jones ¹	\$95,200 ³	\$66,900 ⁴
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026 (PROPOSED)	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025 (ACTUAL)								
Peter Venn ¹	\$290,000 ²	\$289,839 ⁴								
Geoff Jones ¹	\$95,200 ³	\$66,900 ⁴								

REQUIRED INFORMATION	DETAILS
Securities previously issued to the recipient/(s) under the Plan	750,000 Options have previous been issued to Mr Geoffrey Jones for nil cash consideration under the Plan. 1,500,000 Options have previous been issued to Mr Peter Venn for nil cash consideration under the Plan.
Terms of Securities	The Incentive Options will be issued on the terms and conditions set out in Schedule 2.
Consideration of type of Security to be issued	The Company has agreed to issue the Incentive Options for the following reasons: (a) the issue of the Incentive Options has no immediate dilutionary impact on Shareholders; (b) the issue to Messrs Venn and Jones will align the interests of the recipient with those of Shareholders; (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 Messrs Venn and Jones; (d) the deferred taxation benefit which is available to the recipient in respect of an issue of Incentive Options is also beneficial to the Company as it means the recipient is not required to immediately sell the Incentive 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; and (e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed.
Valuation	The Company values the Incentive Options at \$118,215 (being on average \$0.026 per Option) based on the Black-Scholes methodology.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Incentive Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Incentive Options later than 15 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).
Issue price of Securities	The Incentive Options will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.
Material terms of any loan	No loan is being made in connection with the acquisition of the Incentive Options.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

REQUIRED INFORMATION	DETAILS
	Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue Securities under the Plan after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement.	A voting prohibition statement applies to these Resolutions.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

Associate has the same meaning as in section 12 of the Corporations Act.

Associated Body Corporate means an associated entity of the Company, where the associated entity is a body corporate (as that term is used in the ESS Regime).

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

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 Rumble Resources Limited (ACN 148 214 260).

Constitution means the Company's constitution.

Control has the same meaning as in section 50AA of the Corporations Act.

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

Directors means the current directors of the Company.

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.

Equity Securities 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 Statement means the explanatory statement accompanying the Notice.

Group means the Company and each of its Associated Bodies Corporate from time to time.

Issued Capital means issued Shares from time to time.

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.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Performance Share means a performance share in the capital of the Company which converts into a Share following satisfaction of a performance milestone.

Previous Approval has the meaning given in Section 5.3.

Proxy Form means the proxy form accompanying the Notice.

Relevant Interest has the same meaning as in section 9 of the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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, Performance Right or Performance Share (as applicable).

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

Shareholder means a registered holder of a Share.

Takeover Bid has the meaning given to that term in the Corporations Act.

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

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

SCHEDULE 1 – TERMS AND CONDITIONS OF EMPLOYEE SECURITIES INCENTIVE PLAN

The following is a summary of the material terms and conditions of the Plan:

1. **(Eligible participant):** A person is eligible to participate in the Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Plan from time to time and are an “ESS participant” (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company.

This relevantly includes, amongst others:

- (a) an employee or director of the Company or an individual who provides services to the Company;
- (b) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;
- (c) a prospective person to whom paragraphs (a) or (b) apply;
- (d) a person prescribed by the relevant regulations for such purposes; or
- (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **(Maximum allocation):** The Company will ensure that any invitations under the Plan which are made within Australia and involve monetary consideration comply with the Corporations Act (as modified by any applicable ASIC instruments).

The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(b)), following Shareholder approval under Resolution 5, is 123,014,374 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.

3. **(Purpose):** The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.

4. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation under the Plan, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

6. **(Grant of securities):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number

of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

7. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

8. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

9. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

10. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

11. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
12. **(Change of control):** If a Change of Control Event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.
- Change of Control Event** means:
- (a) a change in Control of the Company;
 - (b) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its Associates) owning more than fifty per cent (50%) of Issued Capital;
 - (c) where a person becomes the legal or the beneficial owner of, or has a Relevant Interest in, more than fifty per cent (50%) of Issued Capital;
 - (d) where a person becomes entitled to acquire, hold or has an equitable interest in more than fifty per cent (50%) of Issued Capital; and
 - (e) where a Takeover Bid is made to acquire more than fifty per cent (50%) of Issued Capital (or such lesser number of Shares that when combined with the Shares that the bidder (together with its Associates) already owns will amount to more than 50% of Issued Capital) and the Takeover Bid becomes unconditional and the bidder (together with its Associates) has a Relevant Interest in more than 50% of Issued Capital,
- but, for the avoidance of doubt, does not include any internal reorganisation of the structure, business and/or assets of the Group.
13. **(Loan for Shares):** The Company provide a limited recourse loan (**Loan**) to fund the acquisition of Shares by a Participant under the Plan. The Loan will be governed by a separate loan agreement (**Loan Agreement**) with the following key terms:
- (a) the Loan will be interest free;
 - (b) the Shares cannot be sold or otherwise disposed of until the Loan is repaid;
 - (c) the Loan is repayable on a fixed repayment date (or on a Change of Control Event); and
 - (d) if the Loan is not repaid when due, the Company may compulsorily divest the Loan Shares and retain any proceeds from the divestment, with the outstanding Loan deemed to be discharged even if not fully repaid (ie the Loan is limited recourse).
14. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
15. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Subject to the Plan, Shares can be made subject to a Restriction Condition and/or a Restriction Period, either of which prohibit disposal until satisfied or waived at the Board's discretion (unless an Invitation

otherwise provides). A Share that is subject to a Restriction Period is not at risk of buyback/sale/ forfeiture, it is just unable to be disposed of during the Restriction Period.

16. **(Compulsory divestment of Shares):** The Company may buyback and cancel Shares for such consideration as determined by the Board (which may be nil), sell the Shares for at least 80% of Market Value, or declare Shares to be forfeited where a Restriction Condition is not met (and is not waived), or for fraud or misconduct.

17. **(Adjustment of Convertible Securities):** 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 each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

18. **(Participation in new issue):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

19. **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

20. **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

21. **(Employee Share Trust):** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.

22. **(Income Tax Assessment Act):** The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

SCHEDULE 2 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

The Incentive Options will be issued on the following terms and conditions:

1. **Plan:** The Incentive Options are issued pursuant to and are subject to the Plan. In the event of conflict between a provision of these terms and conditions and the Plan, these terms and conditions prevail to the extent of that conflict.
2. **Entitlement:** Each Incentive Option entitles the holder to subscribe for one fully paid ordinary share (**Share**) upon exercise of the Incentive Option.
3. **Exercise Price:** As set out in the table at Section 9.1 in respect of each class of Option (each, an **Exercise Price**).
4. **Vesting Conditions:** As set out in the table at Section 9.1 in respect of each class of Option (each, a **Vesting Condition**).
5. **Expiry Date:** The Incentive Options expire on the earlier to occur of:
 - (a) a Vesting Condition becoming incapable of satisfaction (subject to the exercise of the Board's discretion in accordance with the Plan); and
 - (b) at 5:00pm (Perth time) on the date that is 3 years after the date of issue, (**Expiry Date**). An Incentive Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
6. **Exercise Period:** The vested Incentive Options are exercisable at any time and from time to time on or prior to the Expiry Date.
7. **Quotation of the Options:** The Company will not apply for quotation of the Incentive Options on any securities exchange.
8. **Transferability:** The Incentive Options are not transferable.
9. **Notice of Exercise:** The Incentive Options may be exercised by notice in writing to the Company in the manner specified on the Incentive Option certificate (Notice of Exercise) and payment of the Exercise Price for each Incentive Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Incentive Option received by the Company will be deemed to be a notice of the exercise of that Incentive Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Incentive Option being exercised in cleared funds (**Exercise Date**).
10. **Timing of issue of Shares on exercise:** Within 5 Business Days after the Exercise Date the Company will, subject to paragraphs 11 and 14:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Incentive Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act.
11. **Restrictions on transfer of Shares:** If the Company is required but unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Incentive Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
12. **Timing of application for quotation:** If admitted to the official list of ASX at the time, the Company must apply for official quotation on ASX of Shares issued pursuant to the exercise

of the Incentive Options within 10 Business Days of the end of the quarter in which the exercise occurred, or within such other time period required by the Listing Rules.

13. **Shares issued on exercise:** Shares issued on exercise of the Incentive Options will rank equally with the then Shares of the Company.
14. **Takeovers prohibition:**
 - (a) the issue of Shares on exercise of the Incentive Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (b) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Incentive Options.
15. **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of an Incentive Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
16. **Participation in new issues:** There are no participation rights or entitlements inherent in the Incentive Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Incentive Options without exercising the Incentive Options.
17. **Entitlement to dividends:** The Incentive Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Incentive Options without exercising the Incentive Options.
18. **Entitlement to capital return:** The Incentive Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Incentive Options without exercising the Incentive Options.
19. **Adjustments for reorganisation:** If there is any reorganisation of the issued share capital of the Company, the rights of the Incentive Option holder will be varied in accordance with the Listing Rules.
20. **Change in exercise price:** There will be no change to the exercise price of the Incentive Options or the number of Shares over which the Incentive Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).
21. **Adjustment for bonus issues of Shares:** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Incentive Option will be increased by the number of Shares which the Incentive Option holder would have received if the Incentive Option holder had exercised the Incentive Option before the record date for the bonus issue; and
 - (b) no change will be made to the Exercise Price.
22. **Voting rights:** The Incentive Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Incentive Options without first exercising the Incentive Options.



Rumble Resources Limited | ABN 74 148 214 260

Proxy Voting Form

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

Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 26 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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