Skylark Minerals Limited
ACN 118 751 027

Notice of Extraordinary General Meeting

The Extraordinary General Meeting of the Company will be held as follows:

Time and date:	**Monday, 5 January 2026 at 3.00pm (AWST)**
Location:	**Vibe Hotel, 9 Alvan Street, Subiaco, WA 6008**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 8 6146 5325.

Shareholders are urged to attend the Meeting or vote by lodging the Proxy Form made available with Notice.

Skylark Minerals Limited
ACN 118 751 027
(Company)

Notice of Extraordinary General Meeting

Notice is given that the extraordinary general meeting of Shareholders of Skylark Minerals Limited (ACN 118 751 027) (**Company**) will be held at the Vibe Hotel Subiaco, 9 Alvan Street, Subiaco, WA 6008 on Monday, 5 January 2026 at 3.00pm (AWST) (**Meeting**).

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 as at 3:00pm (AWST) on Saturday, 3 January 2026. The Directors encourage all eligible Shareholders to lodge Proxy Forms prior to Friday, 2 January 2026.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of agreement to issue Tranche 1 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of or agreement to issue up to 17,577,446 Tranche 1 Placement Shares as follows:

(a) *10,546,467 Tranche 1 Placement Shares issued under Listing Rule 7.1; and*

(b) *7,030,979 Tranche 1 Placement Shares issued under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

'That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 34,644,776 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Director Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 3,333,334 Director Placement Shares to the Directors (or their respective nominees) as follows:

(a) up to 277,778 Director Placement Shares to Mr Michael Jardine;

(b) up to 1,388,889 Director Placement Shares to Mr Danny Segman; and

(c) up to 1,666,667 Director Placement Shares to Mr Nikolai Zelenski,

on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 1(a) and (b):** by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates.

(b) **Resolution 2:** by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(c) **Resolution 3(a):** by or on behalf of Mr Michael Jardine (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(d) **Resolution 3(b)**: by or on behalf of Mr Danny Segman (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(e) **Resolution 3(c):** by or on behalf of Mr Nikolai Zelenski (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote, 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.

BY ORDER OF THE BOARD

Mr Jonathan Whyte
Company Secretary
Skylark Minerals Limited
Dated: 26 November 2025

Skylark Minerals Limited
ACN 118 751 027
(Company)

Explanatory Memorandum

1.1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Vibe Hotel Subiaco, 9 Alvan Street, Subiaco, WA 6008 on Monday, 5 January 2026 at 3.00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1.1	Introduction
Section 1.2	Voting and attendance information
Section 2	Resolution 1(a) and (b) – Ratification of agreement to issue Tranche 1 Placement Shares
Section 3	Resolution 2 – Approval to issue Tranche 2 Placement Shares
Section 4	Resolution 3 – Approval to issue Director Placement Shares

A Proxy Form is located at the end of the Explanatory Memorandum.

1.2 Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1.3 Voting in person

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

1.4 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are encouraged to vote by completing and returning the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(ii) a proxy need not be a member of the Company; and

(iii) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(iv) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(v) the appointed proxy is not the chair of the meeting;

(vi) at the meeting, a poll is duly demanded on the resolution; and

(vii) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

1.5 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of *all* Resolutions, unless the Shareholder has expressly indicated a different voting intention.

1.6 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at **admin@skylarkminerals.com** within 5 Business Days prior to the Meeting.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2. Resolution 1(a) and (b) – Ratification of agreement to issue Tranche 1 Placement Shares

2.1 Background

On 24 November 2025, the Company announced that it had obtained firm commitments for a capital raising of approximately $10 million (before costs) through the issue of approximately 55.56 million Shares at an issue price of $0.18 per Share (**Placement**).

The Placement is comprised of:

(a) 17,577,446 Shares (**Tranche 1 Placement Shares**) to be issued on or around Thursday 18 December 2025 utilising the Company's available placement capacity pursuant to Listing Rule 7.1 and 7.1A (the subject of Resolution 1(a) and (b));

(b) 34,644,776 Shares (**Tranche 2 Placement Shares**) subject to Shareholder approval under Listing Rule 7.1 (the subject of Resolution 2); and

(c) 3,333,334 Shares (**Director Placement Shares**) proposed to be issued to Directors Michael Jardine, Danny Segman and Nikolai Zelenski (or their respective nominees) (together, the **Participating Directors**) (the subject of Resolution 3(a) to (c)).

Resolution 1(a) and (b) (inclusive) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of or agreement to issue the Tranche 1 Placement Shares.

2.2 Listing Rules 7.1, 7.1A and 7.4

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 12-month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase its 15% placement capacity under Listing Rule 7.1 by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2024.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacities under Listing Rule 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1(a) and (b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in Listing Rule 7.1 and the 10% additional placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1(a) is passed, 10,546,467 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the date the Company agreed to issue the Tranche 1 Placement Shares.

If Resolution 1(a) is not passed, 10,546,467 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 10,546,467 Equity Securities for the 12-month period following the agreement to issue those Tranche 1 Placement Shares.

If Resolution 1(b) is passed, 7,030,979 Tranche 1 Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12-month period following the agreement to issue those Trance 1 Placement Shares.

If Resolution 1(b) is not passed, 7,030,979 Tranche 1 Placement Shares will continue to be included in the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 7,030,979 Equity Securities for the 12-month period following the agreement to issue those Tranche 1 Placement Shares.

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time of the agreement to issue the Tranche 1 Placement Shares.

2.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

(a) The Company has agreed to issue the Tranche 1 Placement Shares to a range of sophisticated and professional investors (**Tranche 1 Placement Participants**), none of whom are a related party of the Company [or, other than to the extent detailed below, a Material Investor The Tranche 1 Placement Participants have been identified through a bookbuild process, which involved the Argonaut Securities Pty Limited and Taylor Collison Limited (together, the **Joint Lead Managers**) seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Joint Lead Managers.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that Terra Capital Pty Ltd as custodian for JP Morgan Nominees, a substantial shareholder, will be issued 1,512,877 Tranche 1 Placement Shares, which comprises more than 1% of the Company’s current issued capital.

(b) A maximum of 17,577,446 Tranche 1 Placement Shares will be issued without Shareholder approval using the Company’s available placement capacity as follows:

(i) 10,546,467 Tranche 1 Placement Shares under Listing Rule 7.1; and

(ii) 7,030,979 Tranche 1 Placement Shares under Listing Rule 7.1A.

(c) The Tranche 1 Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

(d) The Tranche 1 Placement Shares will be issued at an issue price of $0.18 each.

(e) The Tranche 1 Placement Shares are expected to be issued on or around 18 December 2025, and in any event no later than 3 months after the date of the Meeting.

(f) The purpose of the issue of the Tranche 1 Placement Shares is to raise $3.16 million (before costs). Funds from the Placement have been and will be applied towards:

(i) exploration activities at the newly acquired projects in Côte d'Ivoire, including but not limited to RC and diamond drilling commencing Q1 2026 and supporting geophysical surveys as required;

(ii) other gold project acquisition opportunities in West Africa; and

(iii) working capital and costs of the Placement.

(g) There are no other material terms to the agreement for the subscription of Tranche 1 Placement Shares.

(h) A voting exclusion statement is included in the Notice.

2.4 Additional information

Resolution 1(a) and (b) are separate ordinary Resolutions.

The Board recommends that Shareholders vote in favour of Resolution 1(a) and (b).

3. Resolution 2 – Approval to issue Tranche 2 Placement Shares

3.1 General

The background to the Placement and the proposed issue of the Tranche 2 Placement Shares is in Section 2.1 above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 34,644,776 Tranche 2 Placement Shares.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 2.1 above.

The issue of Tranche 2 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires Shareholder approval under Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Tranche 2 Placement Shares.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Tranche 2 Placement Shares and will not receive approximately $6.24 million from the issue of the Tranche 2 Placement Shares.

3.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

(a) The Tranche 2 Placement Shares will be issued to new and existing sophisticated and professional investors (**Tranche 2 Placement Participants**), none of whom are a related party of the Company [or, other than to the extent detailed below, a Material Investor The Tranche 2 Placement Participants have been identified through a bookbuild process, which involved the Company and the Joint Lead Managers seeking expressions of interest from new and existing contacts of the Company and clients of the Joint Lead Managers.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that:

- Bacchus Capital Advisors, a substantial shareholder, will be issued up to 4,444,444 Tranche 2 Placement Shares; and
- Terra Capital Pty Ltd as custodian for JP Morgan Nominees, a substantial shareholder, will be issued 2,437,892 Tranche 2 Placement Shares,

which, in each case, comprises more than 1% of the Company's current issued capital.

(b) A maximum of 34,644,776 Tranche 2 Placement Shares will be issued.

(c) The Tranche 2 Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

(d) The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting.

(e) The Tranche 2 Placement Shares will be issued at $0.18 each.

(f) The purpose of the issue of the Tranche 2 Placement Shares is to raise an additional $6.24 million pursuant to the Placement. A summary of the intended use of funds raised from the Placement is in Section 2.2(f) above.

(g) There are no other material terms for the subscription of the Tranche 2 Placement Shares.

(h) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval to issue Director Placement Shares

4.1 General

The background to the Placement and the proposed issue of the Director Placement Shares is in Section 2.1 above.

The Company has received firm commitments from the Participating Directors to participate in the Placement on the same terms as unrelated parties, as follows:

Participating Director	Amount committed to the Placement	Director Placement Shares
Mr Michael Jardine	$50,000	277,778
Mr Danny Segman	$250,000	1,388,889
Mr Nikolai Zelenski	$300,000	1,666,667
Total	**$600,000**	**3,333,334**

Resolution 3(a) to (c) (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to the Participating Directors (or their respective nominees) in the proportions set out above.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

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

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Each Participating Director is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares the Participating Directors (or their nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3(a) to (c) (inclusive) will be to allow the Company to issue the Director Placement Shares, raising an additional $600,000 (before costs) in connection with the Placement.

If Resolution 3(a) to (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and will not receive the additional $600,000 (before costs) committed by the Participating Directors.

Resolution 3(a) to (c) (inclusive) are not inter-conditional, and Shareholders may approve one or all of those Resolutions (in which case, the Director Placement Shares the subject of the relevant Resolution will be issued), even though Shareholders have not approved all of these Resolutions.

4.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

(a) The Director Placement Shares will be issued to the Participating Directors (or their respective nominee/s) in the proportions set out in Section 4.1 above.

(b) Each of the Participating Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company. In the event the Director Placement Shares are issued to a nominee of any Participating Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of 3,333,334 Director Placement Shares will be issued.

(d) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(e) The Director Placement Shares will be issued within one month of the Meeting.

(f) The Director Placement Shares will be issued at an issue price of $0.18 each, being the same issue price at which the other Shares in the Placement have been and will be issued.

(g) A summary of the intended use of funds raised from the Placement is in Section 2.1 above.

(h) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise the Participating Directors.

(i) There are no other material terms to the proposed issue of the Director Placement Shares.

(j) A voting exclusion statement is included in the Notice.

4.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares as the Director Placement Shares will be issued on the same terms as those Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.5 Additional information

Each of Resolution 3(a) to (c) (inclusive) are separate ordinary resolutions and are not inter-conditional.

The Board (with Messrs Jardine, Segman and Zelenski abstaining) recommends that Shareholders vote in favour of Resolution 3(a) to (c) (inclusive).

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Skylark Minerals Limited (ACN 118 751 027).
Corporations Act	means the *Corporations Act 2001* (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Director Placement Shares	has the meaning given in Section 2.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Joint Lead Managers	means Argonaut Securities Pty Limited and Taylor Collison Limited.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associated,

	of the above who have or will (as applicable) receive securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this Notice of Extraordinary General Meeting.
Option	means an option to acquire a Share.
Participating Directors	Has the meaning given in Section 2.1(c).
Placement	has the meaning given in Section 2.1.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a Section of this Notice.
Securities	means any Equity Securities of the Company (including Shares and/or Options).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1 Placement Participants	has the meaning given in Section 2.2(a).
Tranche 1 Placement Shares	has the meaning given in Section 2.1(a).
Tranche 2 Placement Participants	has the meaning given in Section 3.3(a).
Tranche 2 Placement Shares	has the meaning given in Section 2.1(b).

Proxy Voting Form

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

Skylark Minerals Limited | ABN 93 118 751 027

Your proxy voting instruction must be received by **3:00pm (AWST) on Saturday, 03 January 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Skylark Minerals Limited, to be held at **3:00pm (AWST) on Monday, 05 January 2026 at Vibe Hotel, 9 Alvan Street, Subiaco, WA 6008** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1a	Ratification of agreement to issue Tranche 1 Placement Shares issued under Listing Rule 7.1			
1b	Ratification of agreement to issue Tranche 1 Placement Shares issued under Listing Rule 7.1A			
2	Approval to issue Tranche 2 Placement Shares			
3a	Approval to issue Director Placement Shares to Mr Michael Jardine			
3b	Approval to issue Director Placement Shares to Mr Danny Segman			
3c	Approval to issue Director Placement Shares to Mr Nikolai Zelenski			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

AUTOMIC

SKM