



NOTICE OF GENERAL MEETING

**EXPLANATORY STATEMENT
AND PROXY FORM**

**GENERAL MEETING OF
STAVELY MINERALS LIMITED**

**TO BE HELD AT:
FIRST FLOOR, 168 STIRLING HIGHWAY
NEDLANDS, WESTERN AUSTRALIA**

**WEDNESDAY 27 MAY 2026
COMMENCING AT 10.00AM (WST)**

INVITE LINK TO REGISTER FOR ZOOM TO VIEW THE MEETING:
https://us06web.zoom.us/join/zoom/register/aID_Z4k0T3KvcF1WF6Z92A

This Notice of Meeting 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9287 7630.

Stavely Minerals Limited
ABN 33 119 826 907
Level 1, 168 Stirling Highway, Nedlands WA 6009
Phone: +61 8 9287 7630 Email: info@stavely.com.au

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Stavely Minerals Limited will be held at
First Floor, 168 Stirling Highway, Nedlands, Western Australia on
Wednesday 27 May 2026 at 10.00 am (WST)

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IMPORTANT INFORMATION

Your Vote is Important

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

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (WST) on 25 May 2026. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 25 May 2026.

Voting in Person

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

Voting by Proxy

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

Any Shareholder that has not registered by the Email Voting Registration Date will not be permitted to vote during the Meeting. In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and

- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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.

Your Proxy Form is enclosed.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this General Meeting. Broadly, the sections mean 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.

Further details are set out below.

Proxy vote if appointment specifies way to vote

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**:

- 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); and
- 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; and
- 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
- 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting;
 - o 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.

STAVELY MINERALS LIMITED
BUSINESS OF THE MEETING
AGENDA

ORDINARY BUSINESS

1. Resolution 1 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue on 21 April 2026 of 102,717,957 Shares issued at \$0.0115 per Share to Placement Participants on the basis set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. Resolution 2 – Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue on 21 April 2026 of 68,478,638 Shares issued at \$0.0115 per Share to Placement Participants on the basis set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. Resolution 3 – Approval for the Issue of Tranche 2 Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 136,629,510 Shares to be issued at \$0.0115 per Share to Placement Participants (or their nominee/s) on the basis set out in the Explanatory Statement."

4. Resolution 4 – Approval for the Issue of Placement Shares to Mr Peter Ironside

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

"That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 34,782,610 Shares to Mr Peter Ironside (or his nominee/s) on the basis set out in the Explanatory Statement".

A voting exclusion statement applies to this Resolution. Please see below.

5. Resolution 5 – Approval for the Issue of Placement Shares to Mr Christopher Cairns

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

"That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 1,739,130 Shares to Mr Christopher Cairns (or his nominee/s) on the basis set out in the Explanatory Statement".

A voting exclusion statement applies to this Resolution. Please see below.

6. Resolution 6 – Approval for the Issue of Placement Shares to Ms Jennifer Murphy

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

“That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,739,130 Shares to Ms Jennifer Murphy (or her nominee/s) on the basis set out in the Explanatory Statement”.

A voting exclusion statement applies to this Resolution. Please see below.

7. Resolution 7 – Approval for the Issue of Placement Shares to Ms Amanda Sparks

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

“That, pursuant to and in accordance with ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 1,739,130 Shares to Ms Amanda Sparks (or her nominee/s) on the basis set out in the Explanatory Statement”.

A voting exclusion statement applies to this Resolution. Please see below.

8. General

To transact any other business as may be brought before the Meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

BY ORDER OF THE BOARD



**AMANDA SPARKS
DIRECTOR AND COMPANY SECRETARY
24 APRIL 2026**

Voting Prohibition Statements

None.

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:

Resolutions 1 and 2 – Ratification of Prior Issues of Shares – Listing Rules 7.1 and 7.1A	A person who participated in the issue or an associate of that person (or those persons).
Resolution 3 – Approval for the Issue of Tranche 2 Placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolutions 4 to 7 – Approval for the Issues of Placement Shares to Directors	In respect to: (a) Resolution 4, Mr Peter Ironside (or his nominee/s); (b) Resolution 5, Mr Christopher Cairns (or his nominee/s) (c) Resolution 6, Ms Jennifer Murphy (or her nominee/s); and (d) Resolution 7, Ms Amanda Sparks (or her nominee/s); and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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.

Stavelly Minerals Limited

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

1.1 Background

As announced by the Company on 13 April 2026, Stavelly received binding commitments for a placement of 347,826,105 Shares at an issue price of \$0.0115 per Share to unrelated institutional and sophisticated investors (**Placement Participants**) as well as the Directors of the Company to raise \$4 million (before costs) (**Placement**). The Placement comprises:

- the prior issue of 171,196,595 Shares at \$0.0115 per Share to Placement Participants (**Tranche 1 Placement**);
- the issue of an aggregate of 176,629,510 Shares at \$0.0115 per Share (**Tranche 2 Placement**), comprising:
 - o 136,629,510 Shares to be issued to Placement Participants (or their nominee/s), subject to Shareholder approval under Resolution 3; and
 - o an aggregate of 40,000,000 Shares to be issued to the Directors (or their nominee/s), subject to Shareholder approval under Resolutions 4 to 7.

The Tranche 1 Placement Shares were issued on 21 April 2026. 102,717,957 Shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 and the remaining 68,478,638 Shares were issued under the Company's placement capacity ASX Listing Rule 7.1A.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 at the time of issue.

The Company engaged the services of GBA Capital Pty Ltd (ACN 643 039 123) (**GBA Capital**), (AFSL 237549) and Peak Asset Management Pty Ltd (ACN 689 835 201) (**Peak**), (Corporate Authorised Representative (number 1295246) of LeMessurier Securities Pty Ltd (ACN 111 931 849) the holder of Australian Financial Services Licence number 296877), to manage the issue of the Placement pursuant to the terms of a lead manager mandate (**Lead Manager Mandate**). In accordance with the terms of the Lead Manager Mandate, the Company agreed to pay a management fee of 2% (exclusive GST) on the Placement funds, plus a selling fee of 4% on the value of all Placement Shares for clients introduced by GBA Capital and Peak. The Lead Manager Mandate otherwise includes standard terms for an agreement of this type.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

1.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 19 November 2025.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25%

limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

1.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

1.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolutions 1 and 2 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

1.5 Technical information required by Listing Rules 7.4 and 7.5

Pursuant to and in accordance with ASX Listing Rules 7.4 and 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Tranche 1 Placement Shares were issued to Placement Participants who were primarily existing shareholders, clients of GBA Capital and Peak, and clients of participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital and Peak seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Tranche 1 Placement Shares were Material Persons and issued more than 1% of the issued capital of the Company;
- (c) the Tranche 1 Placement Shares were issued on the following basis:
 - (i) 102,717,957 Shares were issued pursuant to ASX Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 68,478,638 Shares were issued pursuant to ASX Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the issue price was \$0.0115 per Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (e) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from Placement will be applied to finalising the Scoping Study, preliminary pre-feasibility works, exploration targeting and field activities (including drilling), and general working capital;

- (g) the Tranche 1 Placement Shares were issued on 21 April 2026;
- (h) the Tranche 1 Placement Shares were not issued under an agreement;
- (i) a voting exclusion statement applies to Resolutions 1 and 2 of this Notice; and
- (j) the issue did not breach Listing Rule 7.1.

2. RESOLUTION 3 – APPROVAL FOR THE ISSUE OF TRANCHE 2 PLACEMENT SHARES

2.1 Background

The background to the Placement is set out in Section 1.1.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 136,629,510 Tranche 2 Placement Shares to Placement Participants (or their nominee/s).

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and may exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval under Listing Rule 7.1 for the issue.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue.

2.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Tranche 2 Placement Shares will be issued to Placement Participants who are primarily existing shareholders, clients of GBA Capital and Peak, and clients of participating brokers. The recipients were identified through a bookbuild process, which involved GBA Capital and Peak seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) The following Material Persons will be issued more than 1% of the issued capital of the Company:
 - (i) Mr Peter Graeme Grantham, an unrelated substantial Shareholder. Mr Grantham, together with his associated entities, holds 63,690,785 Shares (7.58% of the Company) prior to the Tranche 2 Placement, and will be issued 41,304,348 Shares in the Tranche 2 Placement. After the Placement, Mr Grantham will hold 107,295,227 Shares representing 10.39% of the Company; and
 - (ii) Jupiter Investment Management Limited (**Jupiter**), an unrelated Shareholder. Jupiter holds 25,742,766 Shares (3.01% of the Company) prior to the Tranche 2 Placement and will be issued 34,700,000 Shares in the Tranche 2 Placement. After the Placement, Jupiter will hold 60,442,766 Shares representing 5.85% of the Company;
- (c) other than as noted in (b) above, in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be Material Persons and issued more than 1% of the issued capital of the Company;
- (d) the maximum number of Shares to be issued to the Placement Participants is 136,629,510 Shares;

- (e) the issue price is \$0.0115 per Share. The Company has not and will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (f) the Shares will be issued to the Placement Participants no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules and it is intended that the issue of the Shares will occur on the same date;
- (g) the funds raised from Placement will be applied to finalising the Scoping Study, preliminary pre-feasibility works, exploration targeting and field activities (including drilling), and general working capital.
- (h) the Shares will not be issued to the Placement Participants under an agreement; and
- (i) a voting exclusion statement applies to Resolution 3 of this Notice.

3. RESOLUTIONS 4 TO 7 - APPROVAL FOR THE ISSUE OF PLACEMENT SHARES TO DIRECTORS

3.1 Background

The background to the Placement is set out in Section 1.1.

In order to encourage participation in the Placement, Mr Peter Ironside, Mr Christopher Cairns, Ms Jennifer Murphy and Ms Amanda Sparks (together, the **Participating Directors**), each a Director of the Company, have agreed to participate in the Placement, subject to Shareholder approval.

Resolutions 4 to 7 seek Shareholder approval for the purposes of Listing Rule 10.11 for the Participating Directors (or their nominee/s) to participate in the Placement on the same terms as the Placement Participants for an aggregate of 40,000,000 Shares at an issue price of \$0.0115 (**Participation**).

3.2 Chapter 2E of the Corporations Act

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 Participation will result in the issue of Shares which constitutes giving a financial benefit to the Participating Directors (or their nominee/s), who are all related parties by virtue of being directors of the Company.

Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to the Participating Directors (or their nominee/s) on the same terms as Shares issued to the non-related party Placement Participants and as such, the giving of the financial benefit is on arm's length terms.

3.3 Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) (10.11.1) a related party;
- (b) (10.11.2) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- (c) (10.11.3) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) (10.11.4) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or
- (e) (10.11.5) a person whose relationship with the company or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

This issue of the Related Party Shares falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11. Resolutions 4 to 7 seek the required Shareholder approval for the issue under and for the purposes of ASX Listing Rule 10.11.

3.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided:

Which category in ASX Listing Rules 10.11.1 - 10.11.5 the person falls within and why.	The Shares will be issued to the Participating Directors (or their nominee/s) who each fall within the category set out in Listing Rule 10.11.1 as they are a related party by virtue of being a Director.
The number and class of securities to be issued to the person.	The maximum number of Shares to be issued to each of the Participating Directors (or their nominee/s) is as follows: P Ironside (Resolution 4) – 34,782,610 Shares C Cairns (Resolution 5) – 1,739,130 Shares J Murphy (Resolution 6) – 1,739,130 Shares A Sparks (Resolution 7) – 1,739,130 Shares
If the securities are not fully paid Ordinary Securities, a summary of the material terms of the securities.	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
The date or dates on or by which the entity will issue the securities, which must not be more than 1 month after the date of the meeting.	No later than 1 month after the date of the Meeting (or such other date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of Shares to the Participating Directors (or their nominee/s) will occur on the same date.
The price or other consideration the entity will receive for the issue.	\$0.0115 per Share. The Company will not receive any other consideration for the issue of the Shares.
The purpose of the issue, including the intended use of any funds raised by the issue.	The purpose of the Placement is to raise funds to use towards finalising the Scoping Study, preliminary pre-feasibility works, exploration targeting and field activities (including drilling), and general working capital. The issue of the Shares to the Participating Directors (or their nominee/s) is to encourage participation in the Placement and is not intended to remunerate or incentivise the Participating Directors.
If the securities are issued under an agreement, a summary of any other material terms of the agreement.	The Shares are not being issued to the Participating Directors (or their nominee/s) under an agreement.

Voting Exclusion Statement	A voting exclusion statement applies to each of Resolutions 4 to 7 of the Notice.
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3.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 4 to 7 are passed, the Company will be able to proceed with the issue to the Participating Directors (or their nominee/s) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue (because approval is being obtained under ASX Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolutions 4 to 7 are not passed, the Company will not be able to proceed with the issue to the Participating Directors (or their nominee/s). The Company does not consider this will have a material impact on activities.

Resolutions 4 to 7 are independent from one another. As such, if one or more of the Resolutions is not carried, and one or more of the other Resolutions are passed, then the Board may still proceed with the issue of Shares to the Participating Directors (or their nominee/s) in respect of which the issue of Shares has been approved.

4. RECOMMENDATIONS FOR ALL RESOLUTIONS

The Board believes that the Resolutions to be proposed at the Company's General Meeting are in the best interests of the Company and unanimously recommends that Shareholders vote in favour of each Resolution.

5. ENQUIRIES

Shareholders are invited to contact the Company Secretary, Ms Amanda Sparks, on (08) 9287 7630 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

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.

Company means Stavelly Minerals Limited (ABN 33 119 826 907).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

GBA Capital has the meaning given in Section 1.1.

General Meeting or **Meeting** means the meeting convened by the Notice.

Lead Manager Mandate has the meaning given in Section 1.1.

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.

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

Peak has the meaning given in Section 1.1.

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as the context requires).

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

Shareholder means a holder of a Share.

Tranche 1 Placement has the meaning given in Section 1.1.

Tranche 2 Placement has the meaning given in Section 1.1.

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

SVY

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00AM (AWST) on Monday, 25 May 2026.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

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

☐

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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Stavely Minerals Limited hereby appoint

☐ the Chair of the Meeting

OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Stavely Minerals Limited to be held on the First Floor, 168 Stirling Highway, Nedlands, WA 6009 on Wednesday, 27 May 2026 at 10.00AM (AWST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of Placement Shares – Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A	☐	☐	☐
Resolution 3	Approval for the Issue of Tranche 2 Placement Shares	☐	☐	☐
Resolution 4	Approval for the Issue of Placement Shares to Mr Peter Ironside	☐	☐	☐
Resolution 5	Approval for the Issue of Placement Shares to Mr Christopher Cairns	☐	☐	☐
Resolution 6	Approval for the Issue of Placement Shares to Ms Jennifer Murphy	☐	☐	☐
Resolution 7	Approval for the Issue of Placement Shares to Ms Amanda Sparks	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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