



TAITON RESOURCES
LIMITED

ACN 062 284 084

NOTICE OF GENERAL MEETING and EXPLANATORY MEMORANDUM

Notice is given that a general meeting of the Company will be held as a physical meeting as follows:

TIME: 10.30am (AWT)

DATE: Friday, 19 June 2026

LOCATION: Room L25 - Mullaloo Beach, Level 25 Palace Tower Perth,
108 St Georges Terrace, Perth WA 6000

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

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 a suitably qualified professional advisor 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 7:00pm (AEST) on 17 June 2026

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (03) 9101 8542.

Taiton Resources Limited

**ACN 062 284 084
(Company)**

Notice of General Meeting

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

Terms and abbreviations used in the Notice are defined in the Glossary.

Agenda

1 Resolutions

Resolution 1 – Ratification of prior issue of Shares under the Placement

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 7.4 and for all other purposes, Shareholders ratify the past issue of 9,554,806 Shares under the Placement at \$0.07 per Share on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Options under the Placement

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 other purposes, Shareholders approve the issue of 4,777,403 free-Attaching Options under the Placement, each exercisable at \$0.15 and with an expiry date of 30 June 2029, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Shares and Options under the Placement to Director, Datuk Siak Wei (Chris) Low

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 10.11 and for all other purposes, Shareholders approve the issue of 428,572 Shares and 214,286 free-Attaching Options under the Placement, to Mr Datuk Siak Wei (Chris) Low (or his nominees), on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue Shares and Options under the Placement to Director, Chee Cheong (David) Low

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 10.11 and for all other purposes, Shareholders approve the issue of 285,715 Shares and 142,858 free-Attaching Options under the Placement, to Mr Chee Cheong (David) Low (or his nominees), on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Shares and Options under the Placement to Director, Shane Tomlinson

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 10.11 and for all other purposes, Shareholders approve the issue of 285,715 Shares and 142,858 free-Attaching Options under the Placement, to Mr Shane Tomlinson (or his nominees), on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to issue Shares and Options under the Placement to Kah Hui Tan

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 other purposes, Shareholders approve the issue of 142,858 Shares and 71,429 free-Attaching Options under the Placement, to Mr Kah Hui Tan (or his nominees), on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Approval to issue Options to Broker

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 3,000,000 Broker Options to Discovery Capital Partners Pty Ltd (or its nominees), the broker to the Placement, on the terms and conditions in the Explanatory Memorandum.'

2 Voting exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolutions included in the Notice and set out below by or on behalf of the named person or class of persons excluded from voting, or an associate of that person or those persons:

- (a) Resolution 1 by or on behalf of any person who participated in the issue of the Shares;

- (b) Resolution 2 by or on behalf of any person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue of the Options under the Placement (except a benefit solely by reason of being a Shareholder);
- (c) Resolution 3 by or on behalf of Mr Datuk Siak Wei (Chris) Low (or his nominees), being the person who is to receive the securities in question, 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);
- (d) Resolution 4 by or on behalf of Mr Chee Cheong (David) Low (or his nominees) being the person who is to receive the securities in question, 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);
- (e) Resolution 5 by or on behalf of Mr Shane Tomlinson (or his nominees), being the person who is to receive the securities in question, 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);
- (f) Resolution 6 by or on behalf of Mr Kah Hui Tan (or his nominees), being the person who is to receive the securities in question, 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
- (g) Resolution 7 by Discovery Capital Partners Pty Ltd (or its nominee(s)), or any person who will obtain a material benefit as a result of the proposed issue of the Broker Options (except a benefit solely by reason of being a Shareholder).

The above voting exclusions do 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

Ian Gregory

Company Secretary

Taiton Resources Limited

Dated: 19 May 2026

Taiton Resources Limited
ACN 062 284 084
(Company)

Explanatory Memorandum

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 as a physical meeting at Room L25 - Mullaloo Beach, Level 25 Palace Tower Perth, 108 St Georges Terrace, Perth WA 6000 at 10:30am (AWT) on Friday, 19 June 2026.

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	Introduction
Section 2	Voting and attendance information
Section 3	General
Section 4	Resolution 1 - Ratification of prior issue of Shares under the Placement
Section 5	Resolution 2 - Approval to issue Options under the Placement
Section 6	Resolution 3, Resolution 4 and Resolution 5 - Approval to issue Shares and Options under the Placement to Mr Datuk Siak Wei (Chris) Low, Mr Chee Cheong (David) Low and Mr Shane Tomlinson
Section 7	Resolution 6 - Approval to issue Shares and Options under the Placement to Mr Kah Hui Tan
Section 8	Resolution 7 – Approval to issue Broker Options
Glossary	Glossary
Schedule 1	Terms of Options

A Proxy Form is included with this Notice.

2. Voting and attendance information

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

2.1 Voting in person

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

2.2 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 invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return 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 only vote on a poll;
- (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:

- (i) 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;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) 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.

2.3 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 to Resolution 7 (inclusive).

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

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@taiton.com.au by 5:00pm (AWT) on Friday, 12 June 2026.

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).

3. General

3.1 Background

On 16 April 2026, the Company announced it had received commitments to approximately \$1.25 million (before costs) via a placement to new and existing sophisticated and institutional investors (**Placement Participants**) at a price of \$0.07 per Share (**Placement Shares**) (**Placement**). Subject to shareholder approval, Placement Participants would also be issued one free-attaching Option for every two Shares issued under the Placement (**Attaching Options**).

On 22 April 2026, the Company issued 9,554,806 Shares to sophisticated and professional investors pursuant to the Placement, and that due a delay in the receipt of funds, a further issue of Shares would be made to non-related party Placement Participants in due course as part of the Placement.

As part of the Placement, subject to Shareholder approval, the Directors of the Company Mr Datuk Siak Wei (Chris) Low, Mr Chee Cheong (David) Low and Mr Shane Tomlinson (or their nominees) (**Related Party Participants**) intend to participate in the Placement by subscribing for the following Shares and Options:

- (a) Mr Chris Low: 428,572 Placement Shares and 214,286 Attaching Options;
- (b) Mr David Low: 285,715 Placement Shares and 142,858 Attaching Options; and
- (c) Mr Tomlinson: 285,715 Placement Shares and 142,858 Attaching Options.

In addition to the Related Party Participants, the Company's chief financial officer, Mr Kah Hui Tan, intends to participate in the Placement by subscribing for 142,858 Placement Shares and 71,429 Attaching Options.

3.2 Dilution and effect on capital structure

The issue of the Shares and Options pursuant to the Placement have had, and will have, a diluting effect on the percentage of existing Shareholders' holdings (including if the Attaching Options and Broker Options are exercised).

	Shares	Options	Performance Rights	Dilution to shareholders
Existing securities	120,920,184	30,079,779	6,000,000	
Resolution 1 ¹	-	-	-	-
Resolution 2	-	4,777,403	-	-
Resolution 3	428,572	214,286	-	0.35%
Resolution 4	285,715	142,858	-	0.24%
Resolution 5	285,715	142,858	-	0.24%
Resolution 6	142,858	71,429	-	0.12%
Resolution 7	-	3,000,000	-	
Total	122,063,044	38,428,613	6,000,000	0.95%

¹ The Shares the subject of Resolution 1 were issued on 22 April 2026

3.3 Listing Rules

(a) Listing Rule 7.1

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. Resolutions 2, 6 and 7 seek Shareholder approval for the purposes of Listing Rule 7.1.

(b) Listing Rule 7.4

Listing Rule 7.4 permits a listed company at a general meeting to subsequently approve an issue of, or agreement to issue, securities made without prior Shareholder approval under Listing Rule 7.1. Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 7.4.

(c) Listing Rule 10.11

Subject to a number of exceptions, ASX Listing Rule 10.11 provides that a listed company must not issue or agree to issue equity securities to a related party, an

associate of a related party or certain other persons specified in ASX Listing Rule 10.11, unless it obtains the approval of its shareholders.

The exceptions included in Listing Rule 10.11 do not apply to the issue of the Shares and Options proposed under Resolutions 3, 4 and 5. Resolutions 3, 4 and 5 therefore seek Shareholder approval for the purposes of Listing Rule 10.11.

3.4 Chapter 2E of the Corporations Act

In accordance with section 208 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.

Section 210 of the Corporations Act provides that member approval is not needed to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms if the parties were dealing at an arm's length.

Resolution 3, Resolution 4 and Resolution 5 contemplate giving a financial benefit to a related party of the Company by way of an issue of Shares and Options to the Related Party Recipients. However the Company does not propose to seek Shareholder approval under section 208 of the Corporations Act for the proposed giving of the financial benefit under Resolution 3, Resolution 4 and Resolution 5 due to the exception in section 210 of the Corporations Act as the Shares and Options are proposed to be issued on the same terms as the Placement Shares and Attaching Options for which Shareholder approval is sought under Resolution 1, Resolution 2 and Resolution 6.

4. Resolution 1 – Ratification of prior issue of Shares

4.1 Background

For the purposes of Listing Rule 7.4, Resolution 1 seeks Shareholder approval to ratify the issue of the Placement Shares to non-related party Placement Participants.

The issue of the Placement Shares was set out in the Company's ASX announcement on 22 April 2026. The issue of the Placement Shares was undertaken without Shareholder approval in compliance with Listing Rule 7.1.

4.2 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 proposed issue of the Placement Shares:

- (a) the Placement Shares were issued to non-related party Placement Participants that are sophisticated and professional investors.

None of the non-related party Placement Participants were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the non-related party Placement Participants were persons whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21, being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued more than 1% of the Company's current issued capital;

- (b) 9,554,806 Shares were issued to the non-related party Placement Participants;
- (c) the Placement Shares are fully paid ordinary shares;
- (d) the Placement Shares were issued on 22 April 2026;
- (e) each Placement Share was issued for \$0.07, raising a total of \$668,836 (before costs);
- (f) the funds raised from the Placement will be used to fund high impact drilling programs for its Highway Copper-Gold Project (including immediate drilling at the high priority Yogi IOCG target) and Challenger West Gold Project. Funds will also be used to update historical technical study at the high-grade Kingsgate Molybdenum-Bismuth Project and general working capital;
- (g) the Placement Shares were issued pursuant to a terms sheet and application form between the Company and the non-related party Placement Participants. The terms sheet and application form were on standard subscription terms for a share subscription; and
- (h) a voting exclusion statement is included in the Notice.

4.3 Listing Rule 14.1A

In accordance with Listing Rule 14.1A, if Resolution 1 is:

- (a) approved, the prior issue of 9,554,806 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date; or
- (b) not approved, the Company's placement capacity under ASX Listing Rule 7.1 will be reduced by 9,554,806 Placement Shares until the earlier of subsequent Shareholder approval to ratify the issue, or 12 months from the date of issue.

4.4 Additional information

Resolution 1 is an ordinary resolution.

4.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – Approval to issued Attaching Options

5.1 Background

For the purposes of Listing Rule 7.1, Resolution 2 seeks Shareholder approval to issue 4,777,403 Attaching Options to the non-related party Placement Participants. The Attaching Options are proposed to be issued for nil consideration, have an exercise price of \$0.15 and expire on 30 June 2029.

The proposed issue of the Attaching Options was set out in the Company's ASX announcements on 16 April 2026 and 22 April 2026. The issue of the Attaching Options to the non-related party Placement Participants was made subject to Shareholder approval being obtained.

5.2 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 Attaching Options :

- (a) the Attaching Options will be issued to the non-related party Placement Participants that are sophisticated and professional investors.

None of the non-related party Placement Participants were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the non-related party Placement Participants were persons whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21, being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued more than 1% of the Company's current issued capital;
- (b) 4,777,403 Attaching Options are proposed to be issued to the non-related party Placement Participants;
- (c) the Attaching Options are proposed to be issued for nil consideration, have an exercise price of \$0.15 and expire on 30 June 2029. The terms of the Attaching Options are set out Schedule 1. Any Shares issued upon exercise of the Attaching Options will rank equally with the Company's existing Shares on issue;
- (d) the Attaching Options are intended to be issued to as soon as practicable after the date of the Meeting, and in any event, no later than three months after the date of the Meeting;
- (e) the Attaching Options will be issued for nil consideration;
- (f) the Attaching Options are being issued as free attaching to the Placement Shares. A maximum of \$716,610 will be raised if all Attaching Options are exercised. Any funds raised on exercise will be used to advance the Company's drilling programs, technical studies and general working capital;
- (g) the Attaching Options are proposed to be issued pursuant to a terms sheet and application form between the Company and the non-related party Placement Participants. The terms sheet and application form were on standard subscription terms for a share subscription; and
- (h) a voting exclusion statement is included in the Notice.

5.3 Listing Rule 14.1A

In accordance with Listing Rule 14.1A, if Resolution 2 is:

- (a) approved, the Company will be able to proceed with the issue of the Attaching Options. Once issued, the Attaching Options are convertible into Shares that will not form part of the Company's placement capacity; or
- (b) not approved, the Company will not be able to issue the Attaching Options.

5.4 Additional information

Resolution 2 is an ordinary resolution.

5.5 Board recommendation

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

6. Resolution 3, Resolution 4 and Resolution 5 – Approval to issue Shares and Options to Directors

6.1 General

For the purposes of Listing Rule 10.11, Resolution 3, Resolution 4 and Resolution 5 seek Shareholder approval to issue Shares and Options to the Related Party Participants as part of the Placement for a total subscription price of \$70,000, as follows:

Director	Placement Shares	Attaching Options
Datuk Siak Wei (Chris) Low	428,572	214,286
Chee Cheong (David) Low	285,715	142,858
Shane Tomlinson	285,715	142,858
TOTAL	1,000,002	500,002

Consistent with the Placement to the non-related party Placement Participants, the Shares issued to the Related Party Participants shall be issued at \$0.07 per Share. Further, the Related Party Participants shall be entitled to be issued one Attaching Option for every two Shares issued. The terms of the Options are the same as the Attaching Options.

6.2 Specific information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Placement Shares and Attaching Options to the Related Party Participants:

- (a) the Placement Shares will be issued to:
 - (i) Mr Chris Low (or his nominees), a related party of the Company as he is a Director of the Company;

- (ii) Mr David Low (or his nominees), a related party of the Company as he is a Director of the Company; and
 - (iii) Mr Shane Tomlinson (or his nominees), a related party of the Company as he is a Director of the Company
- (b) the maximum Placement Shares and Attaching Options to be issued to the Related Party Participants, as follows:
 - (i) Mr Chris Low: 428,572 Placement Shares and 214,286 Attaching Options;
 - (ii) Mr David Low: 285,715 Placement Shares and 142,858 Attaching Options; and
 - (iii) Mr Shane Tomlinson: 285,715 Placement Shares and 142,858 Attaching Options;
- (c) the Placement Shares will be issued as fully paid ordinary shares. The Attaching Options are proposed to be issued for nil consideration, have an exercise price of \$0.15 and expire on 30 June 2029. The terms of the Attaching Options are set out Schedule 1. Any Shares issued upon exercise of the Attaching Options will rank equally with the Company's existing Shares on issue;
- (d) the Placement Shares and Attaching Options are intended to be issued as soon as practicable after the date of the Meeting, and in any event, no later than one month after the date of the Meeting;
- (e) the Placement Shares will be issued to the Related Party Participants for \$0.07 per Share, to raise a total of \$70,000. The Attaching Options will be for nil consideration. A maximum of \$75,000 will be raised if all Attaching Options issued the Related Party Participants are exercised;
- (f) the use of the funds raised under the Placement is as set out in Section 4.2(f), and the use of funds raised on exercise of the Attaching Options is set out Section 5.2(f);
- (g) the issue of the Placement Shares and the Attaching Options to the Related Party Participants are not issued to remunerate or incentivise the Directors, as the Placement Shares and the Attaching Options are being issued on the same terms as the Placement Shares and Attaching Options proposed to be issued under Resolution 1 and Resolution 2;
- (h) the Placement Shares and the Attaching Options are proposed to be issued pursuant to a terms sheet and application form between the Company and the Related Party Participants. The terms sheet and application form were on standard subscription terms for a share subscription; and
- (i) a voting exclusion statement is included in the Notice.

6.3 Listing Rule 14.1A

In accordance with Listing Rule 14.1A, if Resolution 3, Resolution 4 and Resolution 5 are:

- (a) approved, the Company will be able to proceed with the issue of the Placement Shares and Attaching Options to the Directors (on nominees). Once issued, the Attaching Options are convertible into Shares that will not form part of the Company's placement

capacity; or

- (b) not approved, the Company will not be able to issue the Placement Shares and the Attaching Options to the Directors (on nominees).

6.4 Additional information

Each of Resolution 3, Resolution 4 and Resolution 5 is an ordinary resolution.

6.5 Board recommendation

Noting that each the Directors will be issued Placement Shares and Attaching Options if Resolution 3, Resolution 4 and Resolution 5 are passed, the Board:

- (a) other than Mr Chris Low (who abstains), recommends that Shareholders approve Resolution 3;
- (b) other than Mr David Low (who abstains), recommends that Shareholders approve Resolution 4; and
- (c) other than Mr Shane Tomlinson (who abstains), recommends that Shareholders approve Resolution 5.

7. Resolution 6 – Approval to issue Shares and Options to Kah Hui Tan

7.1 General

For the purposes of Listing Rule 7.1, Resolution 6 seeks Shareholder approval to issue 142,858 Placement Shares and 71,429 Attaching Options to Mr Kah Hui Tan, as part of the Placement.

The proposed issue of the Placement Shares and Attaching Options was set out in the Company's ASX announcements on 16 April 2026 as it pertained to Directors and management of the Company participating in the Placement. The offer to issue the Placement Shares and Attaching Options to the Company's chief financial officer, Mr Kah Hui Tan, was made subject to Shareholder approval being obtained.

7.2 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 Placement Shares:

- (a) the Placement Shares and Attaching Options will be issued to Mr Kah Hui Tan (or his nominee);
- (b) Mr Tan will be issued 142,858 Placement Shares and 71,429 Attaching Options;
- (c) the Placement Shares will be issued as fully paid ordinary shares. The Attaching Options are proposed to be issued for nil consideration, have an exercise price of \$0.15 and expire on 30 June 2029. The terms of the Attaching Options are set out Schedule 1. Any Shares issued upon exercise of the Attaching Options will rank equally with the Company's existing Shares on issue;
- (d) the Placement Shares and Attaching Options are intended to be issued to Mr Tan as soon as practicable after the date of the Meeting, and in any event, no later than three months after the date of the Meeting;

- (e) the Placement Shares will be issued for \$0.07 per Share to raise \$10,000. The Attaching Options will be issued for no consideration as free attaching to the Placement Shares. A maximum of \$10,714 will be raised if all Attaching Options are exercised;
- (f) the use of the funds raised under the Placement is as set out in Section 4.2(f), and the use of funds raised on exercise of the Attaching Options is set out Section 5.2(f);
- (g) the Placement Shares and Attaching Options are proposed to be issued pursuant to a terms sheet and application form between the Company and Mr Kah Hui Tan. The terms sheet and application form were on standard subscription terms for a share subscription; and
- (h) a voting exclusion statement is included in the Notice.

7.3 Listing Rule 14.1A

In accordance with Listing Rule 14.1A, if Resolution 6 is:

- (a) approved, the Company will be able to proceed with the issue of the Placement Shares and Attaching Options. Once issued, the Attaching Options are convertible into Shares that will not form part of the Company's placement capacity; or
- (b) not approved, the Company will not be able to issue the Placement Shares and the Attaching Options.

7.4 Additional information

Resolution 6 is an ordinary resolution.

7.5 Board recommendation

Noting that each of the Directors has an interest in Resolution 3, Resolution 4, and Resolution 5, the Board recommends that Shareholders vote in favour of Resolution 6.

8. Resolution 7 – Approval to issue Broker Options

8.1 General

Discovery Capital Partners Pty Ltd (**Broker**) acted as lead manager to the Placement. The Company is proposing, subject to Shareholder approval, to issue up to 3,000,000 Options to the Broker (or its nominees) at an issue price of \$0.000001 per Option, each exercisable at \$0.15 and an expiry date of 30 June 2029 (**Broker Options**).

Resolution 7 seeks Shareholder approval for the proposed issue of up to 3,000,000 Broker Options under the Placement to the Broker (or their nominees) under and for the purposes of Listing Rule 7.1.

8.2 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Options:

- (a) the Broker Options will be issued to Discovery Capital Partners Pty Ltd (or its nominees);

- (b) a maximum of 3,000,000 Broker Options will be issued to the Broker (or its nominees);
- (c) the Broker Options have an exercise price of \$0.15 and an expiry date of 30 June 2029. The terms and conditions of the Broker Options are set out in Schedule 1;
- (d) the Broker Options are intended to be issued to the Broker (or its nominees) as soon as practicable after the date of the Meeting, and in any event, no later than three months after the date of the Meeting;
- (e) the Broker Options will be issued in consideration for services provided by the Broker pursuant to the mandate in relation to the Placement (**Broker Mandate**). The Broker Options were issued at \$0.000001 per Broker Option, and a total of \$450,000 will be raised by the Company on exercise of the Broker Options. Any proceeds from the exercise of the Broker Options are intended to be used towards the Company's exploration program and general working capital purposes, and costs of the Placement;
- (f) the Broker Options will be issued to the Broker (or its nominees) pursuant to the Broker Mandate. Under the Broker Mandate, the Company agreed to pay the Broker the following fees and issue the following securities:
 - (i) a cash selling fee equal to 4% of gross proceeds for investors introduced or procured by the Broker as part of the Placement;
 - (ii) a cash management fee equal 2% of funds raised under the Placement; and
 - (iii) 3,000,000 Broker Options; and
- (g) a voting exclusion statement is included in the Notice.

8.3 Listing Rule 14.1A

In accordance with Listing Rule 14.1A, if Resolution 7 is:

- (a) approved, the Company will be able to proceed with the issue of the Broker Options. Once issued, the Broker Options are convertible into Shares that will not form part of the Company's placement capacity; or
- (b) not approved, the Company will not be able to issue the Broker. Accordingly, the Company may need to re-negotiate the terms of the Broker Mandate with the Broker and which may involve the Company having to pay further cash consideration to the Broker which will further deplete the Company's existing cash reserves.

8.4 Additional information

Resolution 7 is an ordinary resolution.

8.5 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

Glossary

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

\$	means Australian Dollars.
Attaching Options	has the meaning given in Section 3.1, the terms of which are set out at Schedule 1.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
AEST	means Australian Eastern Standard Time, being the time in Melbourne, Victoria.
Board	means the board of Directors.
Broker	means Discovery Capital Partners Pty Ltd (ACN 615 635 982).
Broker Mandate	has the meaning given in 8.2(f).
Broker Options	has the meaning given in 8.1, the terms of which are set out at Schedule 1.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Taiton Resources Limited (ACN 062 284 084).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
General Meeting or Meeting	means the meeting convened by the Notice.
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.
Notice	means this notice of General Meeting.
Option	means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.

Placement	has the meaning given to it in Section 3.1.
Placement Participants	has the meaning given in Section 3.1.
Placement Shares	has the meaning given in Section 3.1.
Proxy Form	means the proxy form attached to the Notice.
Related Party Participants	has the meaning given in Section 3.1.
Resolution	means a resolution referred to in the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

Schedule 1 Terms and conditions of Attaching Options and Broker Options

The terms and conditions of the Attaching Options and Broker Options are as follows:

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one (1) Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) Subject to paragraph (h), the Options expire at 5:00pm (AEST) on 30 June 2029. An Option which is not exercised on or before the expiry date will automatically lapse on the expiry date.
- (iii) The exercise price per option is \$0.15 (15 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry.
- (v) Remittances must be made payable to 'Taiton Resources Limited'.

(c) Quotation

- (i) The Options are not transferrable without the consent of the Company and will not be listed.
- (ii) If the Shares of the Company are quoted on the ASX at the time when the Options are exercised, the Company will apply to the ASX for quotation of the Shares issued on the exercise of any Options within 5 Business Days (as defined in the Listing Rules) of issue and for such Shares to be freely tradeable (including by promptly issuing a cleansing notice to support such trading).

(d) Participation in securities issues

The holder is not entitled to participate in new issues of securities without exercising the Options. There is no change in exercise price or to the number of Shares over which an Option can be exercised in the event of a pro-rata issue.

(e) Dividend rights

The Options will not give any right to participate in the dividends until Shares are allotted pursuant to the exercise of the relevant Options.

(f) **Voting rights**

An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

(g) **Participation in a reorganisation of capital**

In the event of any reorganisation of capital of the Company prior to the expiry date for exercise of the Options, the number of Options to which the holder is entitled or the exercise price of the Options or both will be changed to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.

(h) **Change of control**

- (i) If a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder acquires a relevant interest in at least 90% of the Shares and the bid is unconditional, any Options not exercised within 7 days thereafter will automatically lapse.
- (ii) If a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which is that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of shareholders, any Options not exercised within 2 days of the court order approving the scheme of arrangement will automatically lapse.



TAITON RESOURCES
LIMITED

Taiton Resources Limited | ABN 41 062 284 084

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 **10:30am (AWST) on Wednesday, 17 June 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://portal.automic.com.au/investor/home> 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>

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

