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LETTER TO SHAREHOLDERS REGARDING GENERAL MEETING

Dear Shareholder

Tesoro Gold Ltd ("Tesoro" or "the Company") will hold a general meeting of shareholders at 10:00am (WST) on Wednesday, 18 June 2025 (Meeting) at 31-33 Cliff Street, Fremantle WA 6160.

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the Notice to shareholders unless a shareholder has previously requested a hard copy of the Notice or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The Notice can be viewed and downloaded from the Company's website at https://investorhub.tesorogold.com.au/announcements or ASX at www2.asx.com.au.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Group Pty Ltd by:

post to: Automic
GPO Box 5193
Sydney NSW 2001
email to: meetings@automicgroup.com.au
fax to: +61 2 8583 3040

Proxy votes may also be lodged online using the following link:

https://investor.automic.com.au/#/loginsah

Your proxy voting instruction must be received by 10:00am (WST) on 16 June 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

The Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting. The Company also encourages shareholders to submit question in advance of the Meeting, however, questions may also be raised during the Meeting.

If any changes are required to the format of the Meeting, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on our website at https://www.tesorogold.com.au/

Authorised by the Board of Tesoro Gold Ltd.

For more information:

Company:
Tesoro Gold Limited
Zeff Reeves
Managing Director
info@tesorogold.com.au

INVESTOR HUB

If you have any questions about this announcement, check out our Investor Hub. Like, comment, ask a question, and view video summaries on important announcements. To sign up click here: HERE

About Tesoro

Tesoro Gold Limited was established with a strategy of acquiring, exploring, and developing mining projects in the Coastal Cordillera region of Chile. The Coastal Cordillera region is host to multiple world-class copper and gold mines, has well established infrastructure, service providers and an experienced mining workforce. Large areas of the Coastal Cordillera remain unexplored due to the unconsolidated nature of mining concession ownership, but Tesoro, via its in-country network and experience has been able secure rights to a district-scale gold project in-line with the Company's strategy. Tesoro's 95% owned Chilean subsidiary owns 93.8% of the El Zorro Gold Project.

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TESORO GOLD LIMITED
ACN 106 854 175
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: 18 June 2025

PLACE: 31-33 Cliff Street
FREMANTLE WA 6160

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

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.

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 16 June 2025.

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BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES – LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 233,012,095 Shares on the terms and conditions 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 TRANCHE 1 SHARES – LISTING RULE 7.1A

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 155,341,404 Shares on the terms and conditions set out in the Explanatory Statement."*

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

3. RESOLUTION 3 – ISSUE OF TRANCHE 2 SHARES TO GOLD FIELDS

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 72,916,667 Shares to Gold Fields (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

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

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Options to Unified Capital and Morgans (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

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

Voting Exclusion Statements

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

Resolution 1– Ratification of prior issue of Placement Tranche 1 Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 2– Ratification of prior issue of Placement Tranche 1 Shares – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 – Issue of Tranche 2 Shares to Gold Fields	Gold Fields (or its nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval to issue Broker Options	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) (namely Unified Capital Partners Pty Ltd and Morgans Corporate Limited (or their nominees) 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.

Dated: 19 May 2025
By order of the Board



Sue Wong
Company Secretary

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Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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.

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6383 7883.

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EXPLANATORY STATEMENT

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

1. BACKGROUND

On 17 April 2025, the Company announced that it had received binding commitments to raise approximately A$11.1 million (before costs) through the issue of approximately 461.2 million Shares at an at an issue price of $0.024 per Share (being a 14.3% discount to the last close price of $0.028 on 14 November 2025) to advance the Company's El Zorro Gold Project, including new discovery drilling, completion of a new Mineral Resource Estimate (**MRE**) for Ternera, updated Scoping Study and will fully fund the El Zorro permitting process (**Placement**).

The Placement comprised the issue of Shares to professional and sophisticated investors through two tranches, being:

(a) **Tranche 1**: $9,320,484 via the issue of 388,353,510 Shares within the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (233,012,106 Shares under Listing Rule 7.1 and 155,341,404 Shares under Listing Rule 7.1A) (**Tranche 1 Shares**); and

(b) **Tranche 2**: Approximately $1,750,000 via the issue of 72,916,667 Shares (**Tranche 2 Shares**), subject to Shareholder approval, to Corporate International Holdings BV, a wholly owned subsidiary of Gold Fields Ltd (**Gold Fields**).

The investment via its nominee will take Gold Fields' shareholding in the Company to approximately 17.14%%.

The funds raised under the Placement will be used for:

(a) ongoing drilling at Ternera;

(b) district-scale exploration and drilling;

(c) new MRE and updated Scoping Study;

(d) advanced metallurgical test work;

(e) completing the permitting process for El Zorro; and

(f) working capital and costs associated with the capital raising.

The Company also entered into a mandate with Unified Capital Partners Pty Ltd (**Unified Capital**) and Morgans Corporate Limited (**Morgans**) as joint lead managers (**Joint Lead Managers**) to the Placement (**Joint Lead Manager Mandate**). Tamesis Partners LLP (**Tamesis**) was engaged as co-manager to the Placement.

Under the Joint Lead Manager Mandate, as consideration for the provision of joint lead manager services to the Company, the Joint Lead Managers will receive a 4% management fee on all funds raised under the Placement and a 2% selling fee on funds raised under Tranche 1 (excluding funds raised from certain investors). Subject to Shareholder approval, the Company will also issue the Joint Lead Managers (or their nominees) 15,000,000 unquoted Options, exercisable at $0.036 each and expiring 36 months from the date of issue upon full subscription of the Placement. The Joint Lead Managers will be responsible for fees and expenses to Tamesis.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

On 30 April 2025, the Company issued 388,353,499 Tranche 1 Shares at an issue price of $0.024 per Tranche 1 Share to raise $9,320,484.

As set out in Section 1 above, 233,012,095 Tranche 1 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and

155,341,404 Tranche 1 Shares were issued pursuant to the Company's 7.1A mandate, which was approved by Shareholders at the annual general meeting held on 28 November 2024.

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

2.2 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 28 November 2024.

The issue of the Tranche 1 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 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Shares.

2.3 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 Shares.

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

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Shares will be excluded in calculating the Company's combined 25% limit in 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 Shares.

If Resolutions 1 and 2 are not passed, the Tranche 1 Shares will be included in calculating the Company's combined 25% limit in 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 Shares.

2.5 Technical 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 Resolutions 1 and 2:

(a) the Tranche 1 Shares were issued to professional and sophisticated investors being new and existing clients of the Joint Lead Managers and Tamesis;

(b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that except for Collins St Value Fund and Ruffer LLP, none of the recipients were:

(i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

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(ii) issued more than 1% of the issued capital of the Company;

(c) the Company confirms that substantial Shareholders Collins St Value Fund and Ruffer LLP were issued the following Tranche 1 Shares:

(i) Collins St Value Fund was issued 83,333,333 Shares; and

(ii) Ruffer LLP was issued 41,666,667 Shares;

(d) 388,353,499 Tranche 1 Shares were issued on the following basis:

(i) 233,012,095 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and

(ii) 155,341,404 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);

(e) the Tranche 1 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 Tranche 1 Shares were issued on 30 April 2025;

(g) the issue price was $0.024 per Tranche 1 Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Shares;

(h) the purpose of the issue of the Tranche 1 Shares was to raise $9,320,484, which will be applied in the manner set out in Section 1 above;

(i) the Tranche 1 Shares were not issued under an agreement; and

(j) voting exclusion statements apply to Resolutions 1 and 2.

3. RESOLUTION 3 – ISSUE OF SHARES TO GOLD FIELDS

3.1 General

The Company has entered into a subscription agreement with Gold Fields (**Subscription Agreement**) to secure Gold Fields' participation in Tranche 2 of the Placement on the same terms as unrelated participants in Tranche 1 of the Placement, subject to receipt of Shareholder approval (**Gold Fields Participation**).

Prior to the issue of the Tranche 1 Shares, Gold Fields had a relevant interest in 17.53% of the voting Shares in the Company and has nominated Mr Alan Gibson as a Director of the Company, pursuant to the terms of a subscription agreement dated 16 November 2022.

Accordingly, Gold Fields is a person to whom Listing Rule 10.11.3 applies (see below) and Resolution 3 seeks Shareholder approval for the issue of 72,916,667 Tranche 2 Shares to Gold Fields (or its nominee), as a result of the Gold Fields Participation on the terms set out below.

3.2 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:

10.11.1 a related party;

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

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

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Gold Fields Participation falls within Listing Rule 10.11.3 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks Shareholder approval for the Gold Fields Participation under, and for the purposes of, Listing Rule 10.11.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be authorised to proceed with the issue of the Tranche 2 Shares under the Gold Fields Participation, which will occur within 5 Business Days of the date of the Meeting in accordance with the terms of the Subscription Agreement (or such later date as agreed between the Company and Gold Fields) and, in any event, will be issued no later than 1 month after the date of the Meeting. The additional funds raised under the Gold Fields Participation will be used in the manner set out in Section 1 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Tranche 2 Shares in respect of the Gold Fields Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Tranche 2 Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Shares under the Gold Fields Participation and no further funds will be raised in respect of the Placement.

3.4 Technical 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 Resolution 3:

(a) the Tranche 2 Shares will be issued to Gold Fields (or its nominee), who falls within the category set out in Listing Rule 10.11.3 by virtue of Gold Fields being a person who is a substantial (10%+) holder in the Company and who has nominated Mr Alan Gibson as a Director pursuant to a relevant agreement which gives Gold Fields a right or expectation to do so;

(b) the maximum number of Tranche 2 Shares to be issued to Gold Fields (or its nominee) is 72,916,667;

(c) the Tranche 2 Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Tranche 2 Shares will be issued within 5 Business Days of the date of the Meeting in accordance with the terms of the Subscription Agreement (or such later date as agreed between the Company and Gold Fields) and, in any event, will be issued no later than 1 month after the date of the Meeting;

(e) the Tranche 2 Shares will be issued at a price of $0.024 per Share, being the same issue price as Shares issued to other participants in Tranche 1 of the Placement. The Company will not receive any other consideration for the issue of the Tranche 2 Shares;

(f) the purpose of the issue of Shares under the Gold Fields Participation is to raise $1,750,000, which the Company intends to use in the manner set out in Section 1 above;

(g) the Tranche 2 Shares are being issued under the Subscription Agreement. A summary of the material terms of the Subscription Agreement is set out in Schedule 1; and

(h) a voting exclusion statement is included in Resolution 3 of the Notice.

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4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

4.1 General

As set out in Section 1, the Company has entered into the Joint Lead Manager Mandate under which it has agreed to issue 15,000,000 unquoted Options to the Joint Lead Managers (or their nominees) in part consideration for lead manager services provided in respect of the Placement.

As summarised in Section 2.2 above, 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.

The proposed issue of the Options falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Options. In addition, the issue of the Options 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 4 is not passed, the Company will not be able to proceed with the issue of the Options and the Company will be forced to utilise other avenues to satisfy its obligations under the Joint Lead Manager Mandate, including the payment of cash from its working capital.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Options.

4.3 Technical 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 Resolution 4:

(a) the Options will be issued to the Joint Lead Managers (or their nominees);

(b) the maximum number of Options to be issued is 15,000,000;

(c) the terms and conditions of the Options are set out in Schedule 2;

(d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Options will occur on the same date;

(e) the Options will be issued at a nil issue price, in consideration for joint lead manager services provided in respect of the Placement;

(f) the purpose of the issue of the Options is to satisfy the Company's obligations under the Joint Lead Manager Mandate;

(g) the Options are being issued to the Joint Lead Managers (or their nominees) under the Joint Lead Manager Mandate. A summary of the material terms of the Joint Lead Manager Mandate is set out in Section 1; and

(h) the Options are not being issued under, or to fund, a reverse takeover; and

(i) a voting exclusion statement applies to this Resolution.

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GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

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 Tesoro Gold Limited (ACN 106 854 175).

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.

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

Gold Fields means Corporate International Holdings BV, a wholly owned subsidiary of Gold Fields Ltd.

Gold Fields Participation has the meaning given to it in Section 3.1.

Joint Lead Manager Mandate means the mandate between the Company and Unified Capital and Morgans, for the provision of joint lead manager services by Unified Capital and Morgans in respect of the Placement.

Listing Rules means the Listing Rules of ASX.

Morgans means Morgans Corporate Limited.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Placement has the meaning given to it in Section 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.

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

Shareholder means a registered holder of a Share.

Subscription Agreement has the meaning given in Section 3.1.

Tranche 1 Shares has the meaning given to it in Section 1.

Tranche 2 Shares has the meaning given to it in Section 1.

Unified Capital means Unified Capital Partners Pty Ltd.

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

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SCHEDULE 1 – SUMMARY OF SUBSCRIPTION AGREEMENT

The material terms and conditions of the Subscription Agreement are summarised below:

Subscription	Under the Subscription Agreement, the Company agreed to issue, and Gold Fields agreed to subscribe for, Shares in Tranche 2 of the Placement up to the value of $1,750,000, subject to Shareholder approval, at an issue price of $0.024 (**Issue Price**), with the quantum of Shares to be issued to be determined in accordance with the share calculation (**Subscription**).
Subscription Shares	The number of Shares to be issued to Gold Fields shall be 72,916,667.
Use of Funds	Subject to completion of the Subscription, the Company must directly allocate an aggregate of at least 80% of the funds raised under the Subscription (the **Relevant Proceeds**) for the work programme as described in the below (**Specified Work Programme**): (a) Drill testing of district of district targets: Drilling to test new district targets approved by Gold Fields greater than 1 kilometre beyond the centre of the existing Ternera Mineral Resource Estimate block model. (b) Work will include all target generation work to define targets (mapping, geochemistry, geophysics), establishment of drill site access and drilling platforms, drilling, assay and labour costs associated with the agreed program. The parties acknowledge that a Specified Work Programme will be refined with greater specificity by the technical committee for the El Zorro Gold Project (**Technical Committee**) prior to being undertaken but must be of a scope and content acceptable to Gold Fields acting reasonably. Whilst the scope and content of a Specified Work Programme may change, the amount of the Relevant Proceeds allocated to that Specified Work Programme may not exceed the number above corresponding to that Specified Work Programme. Each Specified Work Programme must be commenced within three months of completion of the Subscription, subject to contractor availability. Each Specified Work Program will be completed to the satisfaction of the Technical Committee. The Company must provide an update to the Technical Committee no less than once each month and otherwise promptly if requested from Gold Fields, following commencement of a Specified Work Programme advising on the relative progress of such work, and compliance to the approved Specified Work Programme. Any variance to the Specified Work Programme must be approved by the Technical Committee in advance.
Investor Rights	The Parties acknowledge and agree that: (a) the investor rights under clause 5 of the subscription agreement between Tesoro and Gold Fields dated 16 November 2022 (**First Subscription Agreement**) continue to subsist at the date of the Subscription Agreement, and shall remain in force following: (i) completion of the Subscription; or (ii) termination of the Subscription Agreement, in accordance with the terms of the Previous Subscription Agreement; and (b) The entry into the Subscription Agreement, and completion of the Subscription, will fully satisfy the Company's obligations

	under clause 5.5 (participation right) of the First Subscription Agreement in respect of the Placement.

The Subscription Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

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SCHEDULE 2 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be $0.036 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on the date which is 36 months from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Timing of issue of Shares on exercise

Within five Business Days after the Exercise Date, the Company will:

(a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

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10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

11. Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

12. Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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Proxy Voting Form

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

Tesoro Gold Ltd | ABN 91 106 854 175

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Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 16 June 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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

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

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

Lodging your Proxy Voting Form:

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

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 General Meeting of Tesoro Gold Ltd, to be held at **10.00am (AWST) on Wednesday, 18 June 2025 at 31-33 Cliff Street, FREMANTLE WA 6160** 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
1	RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES – LISTING RULE 7.1	☐	☐	☐
2	RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES – LISTING RULE 7.1A	☐	☐	☐
3	ISSUE OF TRANCHE 2 SHARES TO GOLD FIELDS	☐	☐	☐
4	APPROVAL TO ISSUE LEAD MANAGER OPTIONS	☐	☐	☐

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).

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