14 August 2025

ADDENDUM TO 2025 SHAREHOLDER MEETING NOTICE AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (**ASX:RML**) refers to the notice of General Meeting (**GM**) and accompanying explanatory memorandum released to ASX on 29 July 2025 (together, the Notice of Meeting) in respect of a General Meeting of the Company's shareholders (**Shareholders**).

The Company issues an addendum to the notice of general meeting (**Addendum Notice**), setting out additional resolutions which will be proposed at the GM, together with a replacement proxy form.

The resolutions set out in this Addendum Notice should be read together with the original notice. Further details are contained in the Addendum Notice that follows.

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 8 6118 7110 or by email at info@resolutionminerals.com.

Yours sincerely

Resolution Minerals Ltd

Jarek Kopias
Company Secretary

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RESOLUTION MINERALS LTD

ACN 617 789 732

ADDENDUM TO NOTICE OF GENERAL MEETING

SUPPLEMENTARY EXPLANATORY NOTES

REPLACEMENT PROXY FORM

AMENDED MEETING DETAILS

Date of Meeting
2 September 2025

Time of Meeting
11:00am (ACST) (Adelaide time)

Place of Meeting
Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

RESOLUTION MINERALS LTD
ACN 617 789 732

ADDENDUM TO NOTICE OF 2025 GENERAL MEETING

Resolution Minerals Ltd ("**Company/RML**") hereby gives notice to Shareholders that, in relation to the Notice of General Meeting released on the ASX on 29 July 2025 (**Notice**) in respect of the Company's general meeting of members to be held at 11:00am ACST on 2 September 2025 (**Meeting**), the Directors have resolved to include new Resolutions 6 –8 (**Additional Resolutions**), on the terms set out in this Addendum.

Capitalised terms in this Addendum have the same meaning as given in the Notice except as otherwise defined.

This Addendum is supplemental to the Notice and should be read in conjunction with the Notice. Apart from the amendments set out below, all Resolutions and the Explanatory Notes in the original Notice remain unchanged.

Replacement Proxy Form

Annexed to this Addendum to the Notice is a replacement Proxy Form (**Replacement Proxy Form**). To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

(a) If you have already completed and returned the Proxy Form annexed with the Notice (Original Proxy Form) and you wish to change your original vote for Resolutions 1 to 5 or cast votes for the Additional Resolutions, you must complete and return the Replacement Proxy Form.

(b) If you have already completed and returned the Original Proxy Form and you do not wish to change your original vote for Resolutions 1 to 5 or vote on the Additional Resolutions, you do not need to take any action as the earlier submitted Original Proxy Form will be accepted by the Company for Resolutions 1 to 5 unless you submit a Replacement Proxy Form. For the sake of clarity, the Company notes that if you do not lodge a Replacement Proxy Form, you will not have cast a vote on the Additional Resolutions.

(c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice as supplemented by the Addendum, please complete and return the Replacement Proxy Form.

Enquiries

Shareholders are requested to contact the Company Secretary on +61 8 6118 7110 if they have any queries in respect of the matters set out in these documents.

SUPPLEMENTARY GENERAL BUSINESS

The agenda of the Notice is amended by including the following Additional Resolutions:

Resolution 6 – Approval to issue Securities to Sentient Advisory in consideration for consultancy services

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 2,000,000 Shares and 5,133,333 Performance Rights to Sentient Advisory (or their nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 7 – Approval to issue Securities to Mr Craig Lindsay in consideration for consultancy services

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 1,000,000 Shares, 4,000,000 Performance Rights and 3,000,000 Options to Mr Lindsay (or his nominee/s) on the terms and conditions set out in the Explanatory Notes."

Resolution 8 – Approval to issue Securities to Mr Brett Lynch in consideration for consultancy services

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 3,000,000 Shares and 6,416,667 Performance Rights to Mr Lynch (or his nominee/s) on the terms and conditions set out in the Explanatory Notes."

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VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting Exclusion Statements

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

Resolution 6 – Approval to issue Securities to Sentient Advisory in consideration for advisory services	Sentient Advisory (or their nominee/s) or any other 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).
Resolution 7 – Approval to issue Securities to Mr Craig Lindsay in consideration for consultancy services	Mr Lindsay (or his nominee/s) or any other 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).
Resolution 8 – Approval to issue Securities to Mr Brett Lynch in consideration for consultancy services	Mr Lynch (or his nominee/s) or any other 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).

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

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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SUPPLEMENTARY GENERAL MEETING - EXPLANATORY NOTES

The Explanatory Notes are being supplemented by including the following additional Section 6 to 8:

Resolution 6 – Approval to issue Securities to Sentient Advisory in consideration for consultancy services

On 20 July 2025, the Company entered into a consultancy agreement with Sentient Advisory (ABN 80 288 700 304) (**Sentient Advisory**), pursuant to which Sentient Advisory agreed to provide consultancy and advisory services to the Company (**Sentient Consultancy Agreement**).

A summary of the material terms of the Sentient Consultancy Agreement is set out below.

Execution Date	20 July 2025
Term	The agreement will commence on 21 July 2025 and will remain on foot until 1 July 2026 or as terminated in accordance with the agreement.
Fee	The Company has agreed to pay/issue to Sentient Advisory: (a) a fixed monthly cash fee that will be charged at $2,000 per full day (8 hours) calculated as $10,000 (plus GST) per calendar month with a minimum of one full day per week, calculated in advance; (b) for other work completed above the fixed monthly cash fee, the Company will pay $500 per hour (plus GST), for period of time less than 3 hours, adjusting to $2,000 (plus GST) per full day (4-8 hours); (c) 2,000,000 Shares and 5,133,333 Performance Rights (set out in further detail below); and (d) an introductory fee of 2% (plus GST) on the total value of any transaction where Sentient Advisory has identified and introduced a new resource sector asset as an acquisition opportunity to the Company (as further set out in the agreement), to be paid in in line with the financial instrument issued in respect to such transaction.
Termination	The agreement operates until 1 July 2026 or a date agreed between the parties after that date. The agreement may be terminated by the Company or Sentient Advisory: (a) immediately upon written notice for a material breach; or (b) at any time after three months from signing the agreement, but prior to the expected termination date of the agreement, by giving 30 days written notice to the other party or payment of one months' expected fees in lieu of work.

The Sentient Consultancy Agreement is otherwise on standard terms and conditions for an agreement of its nature.

Pursuant to the Sentient Consultancy Agreement, the Company has agreed, subject to obtaining Shareholder approval, to issue Sentient Advisory (or their nominee/s) 2,000,000 Shares and 5,133,333 Performance Rights in part consideration for the consultancy and advisory services provided, on the terms and conditions set out below.

Quantum	Class	Exercise Price	Vesting Condition	Expiry Date
Shares				
2,000,000	Nil	Nil	Nil	Nil
Performance Rights				
2,000,000	A	Nil	The Company's Shares achieving a volume weighted average price per Share of $0.10 calculated over 20 consecutive trading days on which the Shares have actually traded.	5 years from the date of issue
1,333,333	B		The Company's Shares achieving a volume weighted average price per Share of $0.15 calculated over 20 consecutive trading days on which the Shares have actually traded.	
1,000,000	C		The Company's Shares achieving a volume weighted average price per Share of $0.20 calculated over 20 consecutive trading days on which the Shares have actually traded.	
800,000	D		The Company's Shares achieving a volume weighted average price per Share of $0.25 calculated over 20 consecutive trading days on which the Shares have actually traded.	

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the 2,000,000 Shares and 5,133,333 Performance Rights to Sentient Advisory.

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 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 this Resolution is not passed, the Company will not be able to proceed with the issue. The Company may be required to renegotiate the consideration payable to Sentient Advisory which may require the Company to use its cash reserves.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of this Resolution:

Party/ Allottees	Sentient Advisory (or its nominee/s).
Number of Securities to be issued	2,000,000 Shares and 5,133,333 Performance Rights.
Material Terms of Securities	The Shares will be fully paid ordinary shares on the same terms as the Company's existing Shares. The Performance Rights will be issued on the terms and conditions set out in Appendix 1.
Date of issue	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three 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).
Price, Consideration, Purpose	The Securities will be issued at a nil issue price, in consideration for services provided by Sentient Advisory. The purpose of the issue is to satisfy the Company's obligations under the Sentient Consultancy Agreement.
Material terms of agreement	The material terms of the Sentient Consultancy Agreement are summarised above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of this Resolution and advise that they intend to vote any Shares that they own or control in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Resolution 7 – Approval to issue Securities to Mr Craig Lindsay in consideration for consultancy services

On 17 July 2025, the Company entered into a consultancy agreement with Mr Craig Lindsay, pursuant to which Mr Lindsay agreed to provide consultancy and advisory services to the Company (**Lindsay Consultancy Agreement**).

A summary of the material terms of the Lindsay Consultancy Agreement is set out below.

Execution Date	17 July 2025
Term	The engagement commenced on 1 July 2025 and will continue until terminated in accordance with terms of the agreement.
Fee	The Company has agreed to pay/issue to Mr Lindsay: (a) a cash fee of USD$225,000 per annum (plus GST); and (b) 1,000,000 Shares, 3,000,000 Options and 4,000,000 Performance Rights (set out in further detail below).
Termination	The Company or Mr Linsday may terminate the agreement by giving the other party three months' written notice.

The Lindsay Consultancy Agreement is otherwise on standard terms and conditions for an agreement of its nature.

Pursuant to the Lindsay Consultancy Agreement, the Company has agreed, subject to obtaining Shareholder approval, to issue Mr Lindsay 1,000,000 Shares, 3,000,000 Options and 4,000,000 Performance Rights in part consideration for the consultancy and advisory services provided, on the terms and conditions set out below.

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Quantum	Class	Exercise Price	Vesting Condition	Expiry Date
Shares				
1,000,000	Nil	Nil	Nil	Nil
Options				
1,000,000	A	$0.10	The Options will vest and become capable of being exercised on and from 1 July 2026, subject to Mr Lindsay remaining engaged by the Company on that date.	5 years from the date of issue
1,000,000	B	$0.15		
1,000,000	C	$0.20		
Performance Rights				
2,500,000	E	Nil	The Performance Rights will vest and become capable of being exercised on and from 1 August 2026, subject to Mr Lindsay remaining engaged by the Company on that date.	5 years from the date of issue
1,500,000	F		The Performance Rights will vest on the earlier of: (a) 1 August 2026; or (b) the Company making an announcement to the ASX that it has completed a substantial drilling program at the Horse Heaven Project (substantial being one which exceeded a cost of A$2 million).	

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,000,000 Shares, 3,000,000 Options and 4,000,000 Performance Rights to Mr Lindsay in part consideration for the services provided by Mr Lindsay.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 3 of the Notice.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 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 this Resolution is not passed, the Company will not be able to proceed with the issue. The Company may be required to renegotiate the consideration payable to Mr Lindsay which may require the Company to use its cash reserves.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of these Resolution:

Party/ Allottees	Mr Lindsay (or his nominee/s).
Number of Securities to be issued	1,000,000 Shares, 3,000,000 Options and 4,000,000 Performance Rights.
Material Terms of Securities	The Shares will be fully paid ordinary shares on the same terms as the Company's existing Shares. The Performance Rights will be issued on the terms and conditions set out in Appendix 1. The Options will be issued on the terms and conditions set out in Appendix 2.
Date of issue	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Consultant Securities later than three 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).
Price, Consideration, Purpose	The Securities will be issued at a nil issue price, in consideration for services provided by Mr Lindsay. The purpose of the issue is to satisfy the Company's obligations under the Lindsay Consultancy Agreement.
Material terms of agreement	The material terms of the Lindsay Consultancy Agreement are summarised above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of this Resolution and advise that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of this Resolution.

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Resolution 8 – Approval to issue Securities to Mr Brett Lynch in consideration for consultancy services

On 20 July 2025, the Company entered into a consultancy agreement with Mr Brett Lynch pursuant to which Mr Lynch agreed to provide consultancy and advisory services to the Company (**Lynch Consultancy Agreement**).

A summary of the material terms of the Lynch Consultancy Agreement is set out below.

Execution Date	20 July 2025
Term	The engagement commenced on 20 July 2025 and will continue until terminated in accordance with clause 5 of the agreement.
Fee	The Company has agreed to pay/issue to Mr Lynch: (a) a cash fee of AUD$12,500 per month (plus GST); and (b) 3,000,000 Shares and 6,416,667 Performance Rights (set out in further detail below)..
Termination	The Company or Mr Lynch may terminate the agreement by giving the other party one month's written notice.

The Lynch Consultancy Agreement is otherwise on standard terms and conditions for agreements of its nature.

Pursuant to the Lynch Consultancy Agreement, the Company has agreed, subject to obtaining Shareholder approval, to issue Mr Lynch 3,000,000 Shares and 6,416,667 Performance Rights in part consideration for the consultancy and advisory services provided, on the terms and conditions set out below.

Quantum	Class	Exercise Price	Vesting Condition	Expiry Date
Shares				
3,000,000	Nil	Nil	Nil	Nil
Performance Rights				
2,500,000	A	Nil	The Company's Shares achieving a volume weighted average price per Share of $0.10 calculated over 20 consecutive trading days on which the Shares have actually traded.	5 years from the date of issue
1,666,667	B		The Company's Shares achieving a volume weighted average price per Share of $0.15 calculated over 20 consecutive trading days on which the Shares have actually traded.	
1,250,000	C		The Company's Shares achieving a volume weighted average price per Share of $0.20 calculated over 20 consecutive trading days on which the Shares have actually traded.	
1,000,000	D		The Company's Shares achieving a volume weighted average price per Share of $0.25 calculated over 20 consecutive trading days on which the Shares have actually traded.	

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,000,000 Shares and 6,416,667 Performance Rights to Mr Lynch in part consideration for the services provided by Mr Lynch.

A summary of Listing Rule 7.1 is set out in the Explanatory Notes to Resolution 3 of the Notice.

The proposed issue falls within exception 17 of Listing Rule 7.2. Listing Rule 7.2 (Exception 17) provides that Listing Rule 7.1 does not apply to an issue of securities which is conditional upon prior Shareholder approval being obtained. If an entity relies on this exception, it must not issue the securities without such approval. The issue therefore requires the approval of Shareholders under Listing Rule 7.1.

If this Resolution 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 this Resolution is not passed, the Company will not be able to proceed with the issue. The Company may be required to renegotiate the consideration payable to Mr Lynch which may require the Company to use its cash reserves.

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In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of these Resolution:

Party/ Allottees	Mr Lynch (or his nominee/s).
Number of Securities to be issued	3,000,000 Shares and 6,416,667 Performance Rights.
Material Terms of Securities	The Shares will be fully paid ordinary shares on the same terms as the Company's existing Shares. The Performance Rights will be issued on the terms and conditions set out in Appendix 1.
Date of issue	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Consultant Securities later than three 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).
Price, Consideration, Purpose	The Securities will be issued at a nil issue price, in consideration for services provided by Mr Lynch. The purpose of the issue is to satisfy the Company's obligations under the Lynch Consultancy Agreement.
Material terms of agreement	The material terms of the Lynch Consultancy Agreement are summarised above.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

Board Recommendation: The Directors recommend that Shareholders vote in favour of this Resolution and advise that they intend to vote any Shares that they own or control in favour of Resolution 8.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Glossary

Addendum means the addendum to the Notice.

Meeting or General Meeting means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited on 2 September 2025 at 11:00am.

Notice means the Notice of General Meeting released by the Company on the ASX on 29 July 2025.

Original Proxy Form means the proxy form attached to the Notice of Meeting.

Replacement Proxy Form means the replacement proxy form annexed to the Addendum to the Notice.

Additional Resolutions means Resolutions 6 to 8 of this Addendum.

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Appendix 1

Terms and Conditions of the Performance Rights

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>2.</td><td>Consideration</td><td>The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.</td></tr>
<tr><td>3.</td><td>Vesting Conditions</td><td>The Performance Rights will vest in accordance with the following vesting conditions:
<table>
<tr><th>Class</th><th>Vesting Condition</th></tr>
<tr><td>A</td><td>The Company's Shares achieving a volume weighted average price per Share of $0.10 calculated over 20 consecutive trading days on which the Shares have actually traded.</td></tr>
<tr><td>B</td><td>The Company's Shares achieving a volume weighted average price per Share of $0.15 calculated over 20 consecutive trading days on which the Shares have actually traded.</td></tr>
<tr><td>C</td><td>The Company's Shares achieving a volume weighted average price per Share of $0.20 calculated over 20 consecutive trading days on which the Shares have actually traded.</td></tr>
<tr><td>D</td><td>The Company's Shares achieving a volume weighted average price per Share of $0.25 calculated over 20 consecutive trading days on which the Shares have actually traded.</td></tr>
<tr><td>E</td><td>On and from 1 August 2026, subject to Mr Lindsay remaining engaged by the Company on that date.</td></tr>
<tr><td>F</td><td>On the earlier of:
(a) 1 August 2026; or
(b) the Company making an announcement to the ASX that it has completed a substantial drilling program at the Horse Heaven Project (substantial being one which exceeded a cost of A$2 million).</td></tr>
</table>
(each, a Vesting Condition).</td></tr>
<tr><td>4.</td><td>Expiry Date</td><td>The Performance Rights, whether vested or unvested, will otherwise expire at 5:00pm (ACST) on the date that is 5 years from the date of issue (Expiry Date).</td></tr>
<tr><td>5.</td><td>Notice of vesting</td><td>The Company shall notify the holder in writing when the Vesting Condition has been satisfied.</td></tr>
<tr><td>6.</td><td>Quotation of Performance Rights</td><td>The Performance Rights will not be quoted on ASX.</td></tr>
<tr><td>7.</td><td>Conversion</td><td>Subject to paragraph Error! Reference source not found., upon vesting, each Performance Right will, at the election of the holder, convert into one Share.</td></tr>
<tr><td>8.</td><td>Timing of issue of Shares on conversion</td><td>Within five Business Days of conversion of the Performance Rights, the Company will:
(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
(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 Performance Rights.
If a notice delivered under paragraph (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</td></tr>
</table>

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		Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
11.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Rights.
12.	**Reorganisation**	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
13.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	**Transferability**	The Performance Rights are not transferable.
15.	**Deferral of conversion if resulting in a prohibited acquisition of Shares**	If the conversion of a Performance Right under paragraph **Error! Reference source not found.** would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
16.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
18.	**ASX Listing Rule compliance**	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
19.	**No other rights**	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

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Appendix 2

Terms and Conditions of the Options

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Option entitles the holder to subscribe for one Share upon exercise of the Option.</td></tr>
<tr><td>2.</td><td>Exercise Price</td><td>Subject to paragraph Error! Reference source not found., the amount payable upon exercise of each Option will be as set out in the table below:
<table>
<tr><th>Class</th><th>Exercise Price</th><th>Expiry Date</th></tr>
<tr><td>A</td><td>$0.10</td><td rowspan="3">5 years from the date of issue</td></tr>
<tr><td>B</td><td>$0.15</td></tr>
<tr><td>C</td><td>$0.20</td></tr>
</table>
(each, an Exercise Price).</td></tr>
<tr><td>3.</td><td>Expiry Date</td><td>Each Option (whether vested or unvested) will expire at 5:00 pm (ACST) on the date that is 5 years from the date of issue (Expiry Date).
An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date</td></tr>
<tr><td>4.</td><td>Vesting Condition</td><td>The Options will vest and become capable of being exercised on and from the date that is 12 months after the Commencement Date (as defined in the Agreement), subject to the Consultant remaining engaged by the Company on that date (Vesting Condition).</td></tr>
<tr><td>5.</td><td>Exercise Period</td><td>The Options are exercisable at any time from satisfaction of the Vesting Condition and until the Expiry Date (Exercise Period).</td></tr>
<tr><td>6.</td><td>Exercise Notice</td><td>The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) 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.</td></tr>
<tr><td>7.</td><td>Exercise Date</td><td>An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).</td></tr>
<tr><td>8.</td><td>Exercise of Options</td><td>Some or all of the Options may be exercised at any one time or times prior to the Expiry. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.</td></tr>
<tr><td>9.</td><td>Shares issued on exercise</td><td>Shares issued on exercise of the Options rank equally with the then issued shares of the Company.</td></tr>
<tr><td>10.</td><td>Reorganisation</td><td>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</td></tr>
<tr><td>11.</td><td>Participation in new issues</td><td>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.</td></tr>
<tr><td>12.</td><td>Change in exercise price/Adjustment for rights issue</td><td>In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.</td></tr>
<tr><td>13.</td><td>Transferability</td><td>Each Option will not be freely transferable at any time before the Expiry Date.</td></tr>
</table>

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Proxy Voting Form

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

Resolution Minerals Ltd | ABN 99 617 789 732

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SAMPLE

Your proxy voting instruction must be received by **11.00am (ACST) on Sunday, 31 August 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 Resolution Minerals Ltd, to be held at **11.00am (ACST) on Tuesday, 02 September 2025 at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street Adelaide, South Australia** 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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 2 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 2 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Approval to issue Incentive Performance Rights to Director – Mr Aharon Zaetz	☐	☐	☐
2	Approval to issue Incentive Performance Rights to Director – Mr Mendel Rogatsky	☐	☐	☐
3	Approval to increase the threshold under the Company's Employee Securities Incentive Plan	☐	☐	☐
4	Approval to issue Securities to Mr Austin Zinsser in consideration for technical advisory services	☐	☐	☐
5	Approval to issue Shares to Dominari in consideration for advisory services	☐	☐	☐
6	Approval to issue Securities to Sentient Advisory in consideration for consultancy services	☐	☐	☐
7	Approval to issue Securities to Mr Craig Lindsay in consideration for consultancy services	☐	☐	☐
8	Approval to issue Securities to Mr Brett Lynch in consideration for consultancy services	☐	☐	☐

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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