SIERRA NEVADA GOLD

1 October 2026

Dear Shareholder/CDI Holder

Sierra Nevada Gold Inc. - Extraordinary General Meeting of Shareholders

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") of securityholders of Sierra Nevada Gold Inc. (ASX:SNX) ("**Sierra Nevada Gold**" or "**Company**") will be held at 12:00PM Friday, 30 October 2026 (AEDT) (6:00PM Thursday, 29 October 2026 (US PDT)) via a hybrid method:

- at 5470 Louie Lane, Suite 101, Reno, Nevada USA; and
- virtually via webinar conferencing facility.

In accordance with Section 2.4 of the Amended and Restated Bylaws of the Company, the Company is sending this notification letter instead of dispatching physical copies of the Notice of Meeting. The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to securityholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website: https://sngold.com.au/investors/asx-announcements/;
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code 'SNX';
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at https://www.computershare.com/au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry www.investorcentre.com/contact to obtain a copy.

As noted above, the EGM will be held via a hybrid method. Details of how to register to attend the EGM virtually are contained in the Meeting Materials. The Company strongly recommends to securityholders to lodge a directed proxy as soon as possible in advance of the meeting.

Yours sincerely

Sophia Qing Huang
Company Secretary

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SIERRA NEVADA GOLD

SIERRA NEVADA GOLD INC.

ARBN 653 575 618

Notice of Extraordinary General Meeting

Explanatory Statement and Voting Form

Date & Time

12:00PM Friday, 30 October 2026 (AEDT) (6:00PM Thursday, 29 October 2026 (US PDT))

Place of Meeting

5470 Louie Lane, Suite 101, Reno, Nevada 89511 USA and virtually via internet webinar conferencing facility

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.

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SIERRA NEVADA GOLD INC.

ARBN 653 575 618

5470 Louie Lane, Suite 101, Reno, Nevada 89511 USA

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**EGM** or **the Meeting**) of Securityholders of Sierra Nevada Gold Inc. (**Company** or **SNX**) will be held:

Venue

5470 Louie Lane, Suite 101, Reno, Nevada 89511 USA; and virtually via webinar conferencing facility;

Time & Date:

12:00PM Friday, 30 October 2026 (AEDT) (6:00PM Thursday, 29 October 2026 (US PDT)).

Questions may be submitted prior to the meeting by email to sophia.huang@vistra.com. The Company will, at its discretion, address questions received before or after the Meeting. The Company will not respond to inappropriate or offensive questions. Persons who are registered as holding the CDIs and/or Shares at 7.00pm (AEDT) on Friday, 16 October 2026 (1.00am (US PDT) on Friday, 16 October 2026) (**Record Date**) are entitled to receive notice of the Extraordinary General Meeting and to attend the Extraordinary General Meeting or any adjournment or postponement of the Extraordinary General Meeting.

Virtual Attendance

Securityholders will also be able to attend the EGM via a webcast conference facility and will be able to submit written questions online during the webcast.

Securityholders wishing to access the webcast must register at the following address:

https://vistra.zoom.us/webinar/register/WN_nK8913vUReeeluh56zZBbQ

using their full name, company (if applicable), city and security holding investor ID. Please note that registered participants will receive their dial in number upon registration.

AGENDA

The Explanatory Statement and Voting Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Voting Form in their entirety.

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ORDINARY BUSINESS

Resolution 1 Ratification of prior issue of 123,245,003 of Shares of common stock (and the corresponding CDIs) under Placement

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Securityholders ratify and approve the issue of 123,245,003 shares of common stock (and the corresponding CDIs) at an issue price of $0.10 (10 cents) per CDI on 2 September 2026 on the terms and conditions as set out in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 2 Approval to issue up to 2,500,000 Shares of common stock (and the corresponding CDIs) under Placement

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Securityholders approve the proposed allotment and issue of up to 2,500,000 Shares of common stock (and the corresponding CDIs) under the Placement and on the terms and conditions as set out in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 3 Approvals for Directors and former Director's participation in Placement

Resolution 3(a) Approval for Director participation in Placement - Simon Lill

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares of common stock (and the corresponding CDIs) to Mr Simon Lill (and/or his nominee(s)) under the Placement and on the terms and conditions set out in this Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 3(b) Approval for Director participation in Placement – Robert Gray

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares of common stock (and the corresponding CDIs) to Mr Robert Gray (and/or his nominee(s)) under the Placement and on the terms and conditions set out in this Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 3(c) Approval for former Director's participation in Placement – Peter Moore

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 1,000,000 Placement Shares of common stock (and the corresponding CDIs) to Mr Peter Moore

(and/or his nominee(s)) under the Placement and on the terms and conditions set out in this Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 4 Approval to issue Broker Options

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue the options in the Company to the brokers of the Placement, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 5 Approval to issue Performance Shares to Adam Oehlman under the Company's Equity Incentive Plan

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Securityholders approve the proposed allotment and issue of up to 15,000,000 Performance Shares, and the issue of any ordinary shares of common stock (and the corresponding CDIs) in the Company pursuant to the conversion of such Performance Shares, to Adam Oehlman (and/or his nominee(s)) the CEO of the Company, under the Company's Equity Incentive Plan, on the terms and conditions as set out in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 6 Approval to issue Shares of Common Stock (and the corresponding CDIs) to Peter Moore (Former Executive Director) in lieu of accrued fees and entitlements payable

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval be given to grant 1,936,656 ordinary shares of common stock (and the corresponding CDIs) in the Company, to Mr Peter Moore (and/or his nominee(s)), a former Director of the Company, in lieu of accrued directors fees and entitlements payable on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

Resolution 7 Approval to issue securities under Equity Incentive Plan

To consider and, if thought fit, to pass the following ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company to issue securities under the Company's Equity Incentive Plan as an exception to Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement as set out below in this Notice applies to this Resolution.

BY THE ORDER OF THE BOARD

Sophia Qing Huang
Company Secretary
29 September 2026

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Notes

1. Entire Notice

The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. Record Date

The Company has determined that for the purposes of the Extraordinary General Meeting, CHESS Depositary Holdings (CDIs) and/or Shares will be taken to be held by the persons who are registered as holding the CDIs and/or Shares at 7.00pm (AEDT) on Friday, 16 October 2026 (1.00am (US PDT) on Friday, 16 October 2026) (**Record Date**). Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

3. Voting

Each Share and CHESS Depositary Holding (**CDI**) is entitled to one vote per Share or CDI. Each CDI represents one Share of common stock.

4. Proxies/CDI Voting Instructions

(a) If a Shareholder/CDI Holder is unable to attend and vote at the EGM, they are entitled to appoint a proxy to attend the EGM and vote on their behalf.

(b) Holders of CDIs may instruct the CDI depositary, CHESS Depositary Nominees Pty Ltd ("**CDN**"), to vote the Shares underlying their CDIs by completing the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI Holder at the Extraordinary General Meeting in accordance with the instructions received via the CDI Voting Instruction Form. CDI Holders may also attend and vote at the Extraordinary General Meeting, or instruct CDN to appoint a nominated proxy to vote on their behalf.

(c) Each Shareholder/CDI Holder has a right to appoint one or two proxies.

(d) A proxy need not be a Shareholder/CDI Holder of the Company.

(e) If a Shareholder/CDI Holder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.

(f) Where a Shareholder/CDI Holder is entitled to cast two or more votes, the Shareholder/CDI Holder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

(g) If a Shareholder/CDI Holder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder/CDI Holder's votes, each proxy may exercise half of the votes.

(h) A CDI Voting Instruction Form must be signed by the Shareholder/CDI Holder or their attorney who has not received any notice of revocation of the authority.

(i) To be effective, CDI Voting Instruction Forms containing proxy appointments and directions must be received by the Company's share registry Computershare no later than 48 hours before the commencement of the Extraordinary General Meeting. Any proxy appointments received after that time will not be valid for the scheduled meeting.

5. Corporate Representative

Any corporate Shareholder/CDI Holder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with relevant legislation, or other authorising document, authorising him or her to act as that company's representative. Any votes will still be required to be lodged by proxy. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. Chair's Voting Intentions

Subject to the restrictions set out in the voting exclusion statements, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

The Chair will call a poll on all proposed resolutions.

7. Voting Exclusion Statements

See Explanatory Statement.

8. References to monetary amounts

All monetary amounts shown in this Notice are in Australian dollars unless otherwise specified.

9. Enquiries

Shareholders/CDI Holders are invited to contact the Company Secretary, Sophia Huang on +61 03 9692 7217 or sophia.huang@vistra.com if they have any queries in respect of the matters set out in these documents.

Special Notes for CDI Holders

CDI Holders who wish to attend and vote at the Company's EGM, will be able to do so. Under the ASX Listing Rules and the ASX Settlement Operating Rules, the Company as an issuer of CDIs must allow CDI holders to attend any meeting of the holders of Shares unless relevant U.S. law at the time of the meeting prevents CDI holders from attending those meetings.

In order to vote at such meetings, CDI holders have the following options:

(a) instructing CDN, as the legal owner, to vote the Shares underlying their CDIs using the CDI Voting Instruction Form and this must be completed and returned to the Company's share registry by no later than 48 hours before the commencement of the Extraordinary General Meeting; or

(b) informing the Company that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to their Shares underlying the CDIs for the purposes of attending and voting at the EGM; or

(c) converting CDIs into a holding of Shares and voting these at the EGM (however, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs). In order to vote in person, the conversion must be completed prior to the Record Date for the EGM. Please contact the Company Secretary, Sophia Huang on +61 03 9692 7217 or Sophia.huang@vistra.com if you wish to convert your CDI holdings to a direct holdings of shares.

As CDI Holders will not appear on the Company's share register as the legal holders of the Shares, they will not be entitled to vote at Shareholder meetings unless one of the above steps is undertaken.

As each CDI represents one Share, a CDI holder will be entitled to one vote for every CDI they hold.

These voting rights exist only under the ASX Settlement Operating Rules, rather than under the U.S. Exchange Act or the Nevada Revised Statutes. Since CDN is the legal holder of applicable shares, the CDI Holders do not have any directly enforceable rights under the Company's Bylaws or Articles of Incorporation.

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EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement (**Statement**) is included in and forms part of the Notice of Meeting. The purpose of this Statement is to provide Securityholders with information they may require in order to make an informed decision on the applicable Resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the applicable Resolution.

Defined terms used in this Notice have the meanings given to them in the Glossary at the end of this Notice, unless it is otherwise specified.

Background to Resolutions 1 to 4 – Placement

On 26 August 2026, the Company announced that it was undertaking a capital raising to raise approximately A$12.85million (before costs) by way of a Placement at the price of A$0.10 per CDI (**Placement**).

The Company is conducting the Placement in the following tranches:

(a) 123,245,003 CDIs were issued under the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A to raise approximately A$12.3million (**Investor Tranche**). The Investor Tranche is not subject to Securityholders' approval. The Investor Tranche was completed on 2 September 2026 and the Company is seeking Securityholders' ratification, pursuant to ASX Listing Rule 7.4, of the issue of Investor Tranche CDIs under Resolution 1.

(b) 5,500,000 new CDIs are to be issued to raise an additional A$0.55million, subject to Securityholders' approvals (**EGM Tranche**). The issue of EGM Tranche CDIs constitutes of:

Number of CDIs	Subscription Amount	Proposed Recipient	Securityholder Approval
2,500,000	$250,000	Adam Oehlman (and/or his nominees)	Resolution 2
1,000,000	$100,000	Simon Lill (and/or his nominees)	Resolution 3(a)
1,000,000	$100,000	Rob Gray (and/or his nominees)	Resolution 3(b)
1,000,000	$100,000	Peter Moore (and/or his nominees)	Resolution 3(c)

Further, the Company has agreed to issue the following number of options, each expiring 3 years after issue and with an exercise price of $0.175 (17.5 cents) (**Broker Options**) as part of the brokers' fees for managing the Placement:

(a) 10,000,000 options to the joint lead managers of the Placement, Argonaut Securities Pty Limited (**Argonaut**) and Foster Stockbroking Pty Ltd (**Fosters**) (each a **Lead Manager**); and

(b) 750,000 options to Taylor Collison Limited (**Taylor Collison**) as part payment for their broking services.

The issue of the Broker Options is conditional on Securityholders' approval. This Securityholders' approval is sought under Resolution 4.

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Resolution 1 - Ratification of prior issue of 123,245,003 of Shares of common stock (and the corresponding CDIs) under Placement

Background

The Company is seeking Securityholders' approval pursuant to Listing Rule 7.4 to ratify the prior issue of 123,245,003 Shares of common stock (and the corresponding CDIs) (**Investor Tranche Securities**) at an issue price of $0.10 per Share/CDI on 2 September 2026. These securities were issued under the Placement as announced on 26 August 2026 using the Company's placement capacity under ASX Listing Rules 7.1 & 7.1A available at the time.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Capacity**). The Company has obtained its Securityholders' approval to increase its issuing capacity by an extra 10% at its last Annual General Meeting held on 27 May 2026 (**10% Facility**).

Therefore, Listing Rules 7.1 and 7.1A collectively allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Securityholders, unless one of the exceptions in Listing Rule 7.2 applies. The issue of the Investor Tranche Securities was made using the Company's 15% Capacity under Listing Rule 7.1 and the Company's 10% Facility under Listing Rule 7.1A. The issue was within the Company's available placement capacity under Listing Rule 7.1 and 7.1A, and did not fit within any of the Listing Rule 7.2 exceptions.

Listing Rule 7.4 provides that where a company's Securityholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the previous issue of securities did not breach Listing Rule 7.1 or 7.1A) those securities will be deemed to have been issued with Securityholder approval for the purposes of Listing Rule 7.1 and 7.1A (if applicable).

The Company now seeks Securityholders' ratification of the issue of 123,245,003 Shares of common stock (and the corresponding CDIs).

If this Resolution is passed, the prior issue of 123,245,003 Shares of common stock (and the corresponding CDIs) will be treated by the Company as having been made with Securityholders' approval under ASX Listing Rule 7.1. The Company will therefore have the flexibility, if required, to issue additional equity securities without having the previous issue of 123,245,003 Shares of common stock (and the corresponding CDIs) counted towards its placement capacity usage under Listing Rules 7.1 and 7.1A.

If this Resolution is not passed, the prior issue of 123,245,003 Shares of common stock (and the corresponding CDIs) will not be treated by the Company as having been made with Securityholder approval under ASX Listing Rule 7.1. The 123,245,003 Shares of common stock (and the corresponding CDIs) will be counted towards the Company's placement capacity under Listing Rules 7.1 and 7.1A until after 2 September 2027 (being the expiry of the 12-month period after the Issue Date) and will therefore limit the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Listing Rule 7.5 requires that the following information be provided to Securityholders for the purpose of obtaining Securityholders' approval pursuant to Listing Rule 7.4:

(a) The securities were issued to professional and sophisticated investors who are clients of the lead managers, Argonaut Securities Pty Limited and Foster Stockbroking Pty Limited.

(b) The number and class of securities issued were 123,245,003 Shares of common stock (and the corresponding CDIs).

(c) The Investor Tranche Securities were issued on 2 September 2026.

(d) The Investor Tranche Securities were issued at an issue price of $0.10 per Share/CDI.

(e) The Investor Tranche Securities were issued to raise capital to fund the exploration and drilling activities at the As Safra Copper-Gold Project, including drilling, geophysics and associated technical programs; to evaluate and advance additional business development opportunities in Saudi Arabia; and for general working capital and corporate purposes.

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Directors' Recommendation

The Board recommends that Securityholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the relevant issue of the Investor Tranche Securities, or any associates of that person or those persons.

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

(a) a person as a 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

(b) the Chair of the Meeting 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.

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Resolution 2 - Approval to issue up to 2,500,000 Shares of common stock (and the corresponding CDIs) under Placement

Background

The Company is proposing to issue up to 2,500,000 Shares of common stock (and the corresponding CDIs) in the Company to the Company's CEO Adam Oehlman (and/or his nominees) who has agreed to participate in the Placement announced to the market on 26 August 2026.

The 2,500,000 Shares of common stock (and the corresponding CDIs) will be issued on the same terms as the Investor Tranche Securities under the Placement at an issue price of $0.10 per Share/CDI (**CEO Tranche Securities**).

ASX Listing Rules

As noted before, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Capacity**).

The proposed issue of the CEO Tranche Securities does not fall within any of the exceptions and would exceed the Company's current 15% Capacity under Listing Rule 7.1. The issue of the CEO Tranche Securities, therefore, requires the approval of the Company's Securityholders under Listing Rule 7.1.

This Resolution seeks the required Securityholder approval to issue the 2,500,000 Shares of common stock (and the corresponding CDIs) under and for the purposes of Listing Rule 7.1 and:

- If this Resolution is passed, the Company will be able to proceed with the issue of the CEO Tranche Securities and raise capital of $250,000. In addition, the issue of the CEO Tranche Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Securityholder approval under Listing Rule 7.1; and
- If this Resolution is not passed:
    - the Company could only proceed with the issue of the CEO Tranche Securities, to the extent, if any, that the Company could issue those securities from its available placement capacity applicable at the relevant time. For example, if the Company had no available placement capacity it would not be able to issue any CEO Tranche Securities and the Company would not be able to obtain the proceeds of $250,000; and
    - any issue of CEO Tranche Securities would be counted towards the Company's Placement Capacity under Listing Rules 7.1 and 7.1A (if applicable) for 12 months after the issue and would therefore limit the Company's Placement Capacity under Listing Rules 7.1 and 7.1A.

Listing Rule 7.3 requires that the following information be provided to Securityholders for the purpose of obtaining Securityholders' approval, pursuant to Listing Rule 7.1:

(a) The securities are proposed to be issued to the Company's CEO Adam Oehlman (and/or his nominees);

(b) The number and class of securities proposed to be issued are 2,500,000 Shares of common stock and the corresponding 1:1 CDIs;

(c) The Company will issue the CEO Tranche Securities within three (3) months after the date of this Meeting;

(d) The CEO Tranche Securities will be issued at an issue price of $0.10 per Share/CDI;

(e) The CEO Tranche Securities will be issued pursuant to the CEO's agreement to participate in the Placement on the same terms as the other Placement participants, that the CEO will subscribe for 2,500,000 Shares of common stock (and the corresponding CDIs) for the price of $0.10 per Share/CDI;

(f) The securities will be issued to raise capital to fund the exploration and drilling activities at the As Safra Copper-Gold Project, including drilling, geophysics and associated technical programs; to evaluate and advance additional business development opportunities in Saudi Arabia; and for general working capital and corporate purposes.

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Directors' Recommendation

The Board recommends that Securityholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the issue of securities which are the subject of the relevant resolution or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

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

(a) a person as a 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

(b) the Chair of the Meeting 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.

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Resolution 3 - Approvals for Directors and former Director's participation in Placement

Background

The Company is seeking Securityholders' approval, pursuant to ASX Listing Rule 10.11, for Directors Mr. Simon Lill and Mr. Robert Gray, and former Director of the Company Mr. Peter Moore, (or their respective nominees), to participate in the Placement. The Company proposes to issue a total of 3,000,000 Shares of common stock (and their corresponding 1:1 CDI) at an issue price of $0.10 per Share/CDI to these directors and former director, which are the same terms of the Investor Tranche Securities issued under the Placement. The willingness of current and former Directors to subscribe for securities under the Placement reflects their support for the Company and its business.

The details of the securities proposed to be issued under this Resolution are as follows:

Resolution	Proposed Allottees (Directors)	Number of Shares/CDIs	Issue Price per Share/CDI	Funds to be raised from issue of Shares/CDIs
Resolution 3(a)	Mr. Simon Lill	1,000,000	$0.10	$100,000
Resolution 3(b)	Mr. Robert Gray	1,000,000	$0.10	$100,000
Resolution 3(c)	Mr. Peter Moore	1,000,000	$0.10	$100,000

ASX Listing Rules

As noted above, the Company is proposing to issue securities to Mr. Simon Lill, Mr. Robert Gray, and Mr. Peter Moore (or their respective nominees) (the **Issues**).

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

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 acquisition should be approved by its Securityholders, unless it obtains the approval of its Securityholders.

The proposed Issues to be made to Simon Lill and Robert Gray fall within Listing Rule 10.11.1 above as the proposed allottees are Directors of the Company and are, therefore, each a related party of the Company.

The proposed Issue to be made to Peter Moore falls within Listing Rule 10.11.1 above as the proposed allottee was a Director of the Company within the past 6-month period.

The Issues do not fall within any of the exceptions in Listing Rule 10.12. The Issues therefore require the approval of the Company's Securityholders under Listing Rule 10.11.

This Resolution seeks the required Securityholders' approval to the Issues under and for the purposes of Listing Rule 10.11.

The effect of the passing of this Resolution is set out as follows:

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Resolution	Passing	Not Passing
Resolution 3(a)	The Company will be able to proceed with the Issue to Mr Simon Lill, allowing Mr. Simon Lill (or his nominees) to subscribe for and receive 1,000,000 Shares/CDIs under the Placement at an issue price of $0.10 per Share/CDI.	The Company will not proceed with the Issue to Mr Simon Lill and he will not receive the Shares/CDIs as described above and the Company will not receive the subscription funds for those Shares/CDIs.
Resolution 3(b)	The Company will be able to proceed with the Issue to Mr Robert Gray, allowing Mr. Robert Gray (or his nominees) to subscribe for and receive 1,000,000 Shares/CDIs under the Placement at an issue price of $0.10 per Share/CDI.	The Company will not proceed with the Issue to Mr Robert Gray and he will not receive the Shares/CDIs as described above and the Company will not receive the subscription funds for those Shares/CDIs.
Resolution 3(c)	The Company will be able to proceed with the Issue to Mr Peter Moore, allowing Mr. Peter Moore (or his nominees) to subscribe for and receive 1,000,000 Shares/CDIs under the Placement at an issue price of $0.10 per Share/CDI.	The Company will not proceed with the Issue to Mr Peter Moore and he will not receive the Shares/CDIs as described above and the Company will not receive the subscription funds for those Shares/CDIs.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed Issues:

(a) The proposed recipients are:

(i) Resolution 3(a): Mr. Simon Lill (and/or his nominees);

(ii) Resolution 3(b): Mr. Robert Gray (and/or his nominees); and

(iii) Resolution 3(c): Mr. Peter Moore (and/or his nominees).

(b) Each of the proposed recipients are related parties of the Company as per Listing Rule 10.11.1;

(c) The number and class of securities to be issued to the proposed recipients are as follows:

(i) Resolution 3(a): 1,000,000 Shares/CDIs to be issued to Mr. Simon Lill (and/or his nominees);

(ii) Resolution 3(b): 1,000,000 Shares/CDIs to be issued to Mr. Robert Gray (and/or his nominees); and

(iii) Resolution 3(c): 1,000,000 Shares/CDIs to be issued to Mr. Peter Moore (and/or his nominees).

being a total of 3,000,000 Shares/CDIs;

(d) The securities will be issued no later than one month after the date of the Meeting;

(e) The Shares/CDIs will be issued at an issue price of $0.10 per Share/CDI; and

(f) The purpose of the issue is to raise capital to fund the exploration and drilling activities at the As Safra Copper-Gold Project, including drilling, geophysics and associated technical programs; to evaluate and advance additional business development opportunities in Saudi Arabia; and for general working capital and corporate purposes.

Directors' Recommendation

The Board (with Simon Lill abstaining) recommends that Securityholders vote in favour of Resolution 3(a).

The Board (with Robert Gray abstaining) recommends that Securityholders vote in favour of Resolution 3(b).

The Board recommends that Securityholders vote in favour of Resolution 3(c).

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Voting Exclusions

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of:

(a) In relation to Resolution 3(a), Simon Lill or any associate of Mr Lill;

(b) In relation to Resolution 3(b), Robert Gray or any associate of Mr Gray;

(c) In relation to Resolution 3(c), Peter Moore or any associate of Mr Moore;

(d) any other person who will obtain a material benefit as a result of the issues of the securities under Resolution 3 (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

(a) a person acting as a 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

(b) the Chair of the Meeting acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions 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.

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Resolution 4 - Approval to issue Broker Options

Background

The Company seeks Securityholders approval under this Resolution to issue the following Broker Options as part of the brokers' fees for managing the Placement announced on 26 August 2026:

Lead Managers	Argonaut Securities Pty Limited (**Argonaut**)	5,000,000 options
	Foster Stockbroking Pty Ltd (**Fosters**)	5,000,000 options
Other Broker	Taylor Collison Limited (**Taylor Collison**)	750,000 options
(collectively "**Brokers**")		Total: 10,750,000 options

ASX Listing Rules

As noted before, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Capacity**).

The issue of the Broker Options does not fall within any of the exceptions and would currently exceed the Company's 15% limit in Listing Rule 7.1. The issue of the Broker Options, therefore, requires the approval of the Company's Securityholders under Listing Rule 7.1.

This Resolution seeks the required Securityholder approval to issue the Broker Options under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue of the Broker Options.

If this Resolution is not passed, the Company would not be able to proceed with the issue of the Broker Options.

Listing Rule 7.3 requires that the following information be provided to Securityholders for the purpose of obtaining Securityholders' approval, pursuant to Listing Rule 7.1, for this Resolution:

(a) The Broker Options will be issued to Foster Stockbroking Pty Ltd, Argonaut Securities and Taylor Collison Limited (or their nominees).

(b) The number of securities being issued is 10,750,000.

(c) The class of securities being issued is unquoted options.

(d) A summary of the material terms of the Broker Options are:

  (i) Issue Price: $0.00001 per option;

  (ii) Exercise Price: $0.175 (17.5 cents) per option;

  (iii) Expiry Date: 3 years after date of issue;

  (iv) Conversion: Each Broker Option entitles the holder to be issued with one ordinary fully paid share (and corresponding CDI) in the Company upon conversion;

  (v) Voting: The Broker Options do not carry any voting rights;

  (vi) Dividend: The Broker Options do not carry any rights to receive dividends.

(e) The Broker Options will be issued by no later than three (3) months after the date of this Meeting;

(f) The consideration received by the Company for the Broker Options was the Brokers' services of managing the Placement;

(g) The purpose of the issue is to make part payment by the Company for the services provided by the Brokers in relation to the Placement;

(h) The Broker Options are to be issued under an agreement between the Company and the Brokers. Other material terms of the agreement are:

  (i) The Lead Managers would provide lead manager and related services for the Placement;

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(ii) The Company to pay the Lead Managers fees comprise a capital raising fee of 4.0% of the gross proceeds of the Placement, together with additional incentive fees of up to 2.0% of the gross proceeds, in each case subject to agreed caps and exclusions. The joint Lead Managers are also entitled, subject to shareholder approval, to 10,000,000 broker options exercisable at $0.175 and expiring three years from the date of issue.

(iii) Taylor Collison would provide broking and advisory services relating to the Placement in consideration of cash fee of $50,000 and 750,000 broker options.

Directors' Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the issue of, the issue of the Broker Options (except a benefit solely by reason of being a holder of ordinary securities in the entity), being Argonaut Securities Pty Limited, Taylor Collison Limited and Foster Stockbroking Pty Ltd securities or any associates of those persons.

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

(a) a person as a 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

(b) the Chair of the Meeting 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.

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Resolution 5 - Approval to issue Performance Shares to Adam Oehlman under the Company's Equity Incentive Plan

Background

The Company seeks Securityholder approval to issue up to 15,000,000 Performance Shares to the Company's CEO Adam Oehlman as part of the CEO's sign-on executive remuneration arrangement (**CEO Sign-on Awards**), on the terms described below and in accordance with the Company's Equity Incentive Plan (**EIP**).

As the Performance Shares will form part of the CEO's remuneration, they will be granted for no cash payment and there will be no amount payable on vesting. Each vested Performance Share will be converted to one Share of common stock (and the corresponding CDI) in the Company for nil consideration.

The Board believes that it is appropriate to use Performance Shares to compensate the CEO as this is in line with current market practices and remunerates him appropriately given the circumstances of the Company, including the Company's current cash reserves and the stage of development of the Company's projects. The CEO was appointed on 11 June 2026, at which time the Company's CDI trading price closed at $0.066 per CDI. The proposed CEO Sign-on Awards include certain CDI price performance vesting conditions. Those performance targets attached to the Performance Shares are intended to incentivise the CEO to deliver sustained growth in the Company's CDI price and create greater shareholder value over time. By linking a significant portion of the CEO's remuneration to the achievement of measurable CDI price milestones, the Board considers that the Performance Shares appropriately align the CEO's interests with those of Securityholders and encourage a long-term focus on value creation and returns.

ASX Listing Rules

As noted before, Listing Rule 7.1 limits the amount of equity securities that the Company can issue without the approval of its Securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**15% Capacity**).

The Company obtained Securityholders' approval on 29 May 2024 under Listing Rule 7.2 Exception 13(b) to issue securities under the Company's EIP as an exception to the 15% Capacity. That approval established a maximum number of securities that could be issued under the EIP for a period of three-year from the date of approval (**2024 EIP Cap**) without impacting the Company's 15% Capacity under Listing Rule 7.1. Since that approval was obtained, the Company has made grants under the EIP, reducing the balance of the 2024 EIP Cap available under that approval. Following those grants, the remaining 2024 EIP Cap is not sufficient to accommodate the entirety of the proposed grant of CEO Sign-on Awards. Therefore, the proposed issue of the CEO Sign-on Awards could only partly fall within Listing Rule 7.2 Exception 13(b).

Accordingly, the Company is seeking Securityholders' approval for the proposed grant of CEO Sign-on Awards for the purpose of Listing Rule 7.1.

This Resolution seeks the required Securityholder approval to issue up to 15,000,000 Performance Shares for the purposes of Listing Rule 7.1 and:

- If this Resolution is passed, the Company will be able to proceed with the issue Performance Shares, and the issue of the CEO Sign-on Awards will be excluded from the calculation of the number of equity securities that the Company can issue without Securityholder approval under Listing Rule 7.1; and
- If this Resolution is not passed:
    - the Company could only proceed with the issue of the CEO Sign-on Awards, to the extent, if any, that the Company could issue those securities from:
        - the remaining balance of the 2024 EIP Cap, or if Resolution 7 is passed, from the new cap approved by the Securityholders; and
        - its available 15% Capacity applicable at the relevant time
    - any issue of CEO Sign-on Awards using the Company's 15% Capacity would be counted towards the Company's placement capacity under Listing Rules 7.1 for 12 months after the issue and would therefore limit the Company's placement capacity under Listing Rules 7.1.

Listing Rule 7.3 requires that the following information be provided to Securityholders for the purpose of obtaining Securityholders' approval, pursuant to Listing Rule 7.1:

(a) The securities are proposed to be issued to the Company's CEO Adam Oehlman (and/or his nominees);

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(b) The number and class of securities proposed to be issued are 15,000,000 Performance Shares;

(c) The Company will issue the CEO Sign-on Awards within three (3) months after the date of this Meeting;

(d) The CEO Sign-on Awards will be issued with nil cash consideration;

(e) The securities will be issued to incentivise the CEO's performance and form part of his remuneration.

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Terms of Performance Shares

A summary of the major terms and features of the Performance Shares is as follows:

Security Type	Unquoted Performance Shares
Acquisition Price	Nil
Number of Performance Shares & Vesting Conditions	• 5,000,000 Vesting on the 1st anniversary of the appointment date, contingent upon Participant providing 1 year of continuous service to the Company and the 30-day VWAP of the Company's CDIs has, on a date following that 1-year service period after the appointment date, achieved a value of at least A$0.105 per CDI. • 5,000,000 Vesting on the 2nd anniversary of the appointment date, contingent upon Participant providing 2 years of continuous service to the Company and the 30-day VWAP of the Company's CDIs has, on a date following that 2-year service period after the appointment date, achieved a value of at least A$0.15 per CDI. • 2,500,000 Dependent upon award, acquisition or binding agreement for a material additional KSA tenure/project, as approved by the Board. • 2,500,000 Dependent upon a material commercialisation outcome in respect of some or all Nevada assets.
Conversion	Vested Performance Shares will be convertible to Shares/CDIs at the request of the holder within 2 years of vesting.
Exercise Price	Nil
Expiry Date	10 years after grant date
Change of control or termination without cause	If a Change in Control occurs or the Participant's service is terminated without Cause, 100% of the unvested portion of the Performance Shares shall become immediately vested.
Cessation of service	Upon cessation of the Participant's service, other than described in the preceding items, any portion of the Performance Shares that are not vested as of such date of cessation shall automatically expire.

Board Recommendation

The Board recommends that Securityholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in the issue of securities which are the subject of the relevant resolution or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

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

(a) a person as a 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

(b) the Chair of the Meeting 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.

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Resolution 6 - Approval to issue Shares of Common Stock (and the corresponding CDIs) to Peter Moore (Former Executive Director) in lieu of accrued fees and entitlements payable

Background

The Company seeks Securityholder approval to issue 1,936,656 CDIs and the underlying shares of common stock represented by those CDIs at the price of A$0.10 per CDI to Peter Moore (and/or his nominee) in lieu of accrued director fees and entitlements totaling A$193,665.59.

As announced on 4 August 2026, Peter Moore retired from the Board. It is proposed that, in order to assist the Company in its cash management, the Company will issue CDIs to Peter Moore in lieu of some of his accrued fees and entitlements.

ASX Listing Rules

As noted above, the Company is proposing to issue securities to Mr. Peter Moore (or his nominees) (the **Issue**).

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

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 acquisition should be approved by its Securityholders, unless it obtains the approval of its Securityholders.

The proposed Issue to be made to Peter Moore falls within Listing Rule 10.11.1 above as the proposed allottee was a Director of the Company within the past 6-month period.

The Issue does not fall within any of the exceptions in Listing Rule 10.12. The Issue therefore requires the approval of the Company's Securityholders under Listing Rule 10.11.

This Resolution seeks the required Securityholders' approval to the Issues under and for the purposes of Listing Rule 10.11.

The effect of the passing of this Resolution is set out as follows:

- If this Resolution is passed, the Company will be able to proceed with the Issue to Peter Moore, allowing Peter Moore (or his nominees) to be allotted with 1,936,656 Shares/CDIs for the price of $0.10 per Share/CDI as payment in lieu of accrued director fees and entitlements totaling A$193,665.59.
- If this Resolution is not passed, the Company will not be able to proceed with the Issue to Peter Moore, and the Company will need to make cash payments for the accrued director fees and entitlements totaling A$193,665.59.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed Issues:

(a) The proposed recipient is Mr. Peter Moore (and/or his nominees);

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(b) Peter Moore is a related party of the Company as per Listing Rule 10.11.1 as he was a Director of the Company within the past 6-month period (and is not a current director of the Company following his retirement on 3 August 2026);

(c) The number and class of securities is 1,936,656 CDIs to be issued to Mr. Peter Moore (and/or his nominees);

(d) The securities will be issued no later than one month after the date of the Meeting;

(e) The Shares/CDIs will be issued at an issue price of $0.10 per Share/CDI; and

(f) The purpose of the issue is to make payment to Peter Moore in lieu of accrued director fees and entitlements totaling A$193,665.59.

(g) The CDIs are proposed to be issued pursuant to a deed entered into by the Company and Mr. Peter Moore dated 4 August 2026. The material terms of the deed are that the Company will make cash payments and issue the CDIs the subject of this Resolution for accrued director fees and entitlements owing to Mr. Peter Moore. The deed also provides for the Company and Mr. Peter Moore to provide mutual releases on standard terms.

Directors' Recommendation

The Board recommends that Securityholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of Peter Moore or any associate of Mr Moore and any other person who will obtain a material benefit as a result of the issues of the securities under this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

(a) a person acting as a 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

(b) the Chair of the Meeting acting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions 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.

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Resolution 7 - Approval to issue securities under Equity Incentive Plan

Background

As noted before, ASX Listing Rule 7.1 imposes a limit on the number of equity securities which the Company can issue in a given 12-month period without prior shareholder approval. But there are exceptions to the issuing limit set out under Listing Rule 7.2. If Shareholders approval is obtained in accordance with ASX Listing Rule 7.2 (Exception 13), the number of equity securities issued under the approved employee incentive scheme will be exempted from being counted towards the ASX Listing Rule 7.1 issuing capacity.

ASX Listing Rule 7.2 Exception 13 (b) provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within three (3) years after Securityholders approval of that scheme. The Company's Securityholders previously approved the issue of securities under the EIP for the purposes of Listing Rule 7.2 Exception 13 (b) at the Company's 2024 annual general meeting held on 29 May 2024. The approval obtained in 2024 expires on 28 May 2027. The Company is therefore seeking the renewal of Securityholders' approval for the purpose of ASX Listing Rule 7.2 Exception 13 for issuing securities under its employee incentive scheme, being the Sierra Nevada Gold Inc. Equity Incentive Plan (**EIP**), so that issues of securities under the EIP do not impede the issuing capacity under ASX Listing Rule 7.1 for a further three (3) years.

For the purposes of ASX Listing Rule 7.2 Exception 13, the maximum number of securities proposed to be granted under the EIP in the three (3) years period from the date of this Meeting will be 62,135,835 (**EIP Cap**). The proposed EIP Cap represents approximately 10% of the Company's issued share capital as at 15 September 2026. This EIP Cap is not intended to be a prediction of the actual number of securities to be granted under the EIP, but is simply a maximum number for the purposes of ASX Listing Rule 7.2 (Exception 13) to allow the Company to grant up to the threshold amount over the three (3) years period without reducing its placement capacity under ASX Listing Rule 7.1. Any additional issues under the EIP above that number would be made using the Company's placement capacity under ASX Listing Rule 7.1.

The Company wishes to preserve the flexibility to use its placement capacity under ASX Listing Rule 7.1 for each of the 12-month period in the next three (3) years for issuing securities that are not related to the EIP. If this Resolution is approved, the Company will be able to issue equity securities under the EIP to eligible participants over a period of three (3) years and those equity securities will not count towards the Company's placement capacity under ASX Listing Rule 7.1 applicable at the relevant time. If this Resolution is not approved, issues of securities under the EIP will be subject to the Company's placement capacity under ASX Listing Rule 7.1 applicable at the relevant time.

If Shareholders approve this Resolution, any grant of Equity Securities (and the issue of any new Shares/CDIs pursuant to these Equity Securities) under the EIP will not be included in the 15% limit imposed by ASX Listing Rule 7.1 for a period of three years from the date of the Meeting.

If this Resolution is not approved by Shareholders, any Equity Securities issued by the Company under the EIP will be included in the formula to calculate the number of securities which the Company may issue in any 12-month period using ASX Listing Rule 7.1.

ASX Listing Rules

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 13) which provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within the three (3) years before the date of issue, Shareholders have approved the issue of equity securities under that scheme as an exception to Listing Rule 7.1. The following information is included in accordance with Listing Rule 7.2 (Exception 13):

(a) A summary of the terms of the EIP is included in Annexure A;

(b) The number of securities issued under the EIP since the date of the last approval is 1,900,000;

(c) The maximum number of equity securities proposed to be issued under the EIP following the approval of this Meeting is stated above.

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For the avoidance of doubt, the Company must seek Securityholders approval under Listing Rule 10.14 in respect of any future issues of securities under the EIS to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained.

Directors' Recommendation

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the Securityholders in respect of the EIP.

The Chair of the meeting intends to vote undirected proxies in favour of the Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the EIP or an associate of that person.

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

(a) 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

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with a direction given to the Chair of the Meeting to vote on the Resolution as the Chair of the Meeting 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.

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GLOSSARY

Capitalised terms shall have the following meanings unless it is otherwise defined.

$	means Australian Dollars.
15% Capacity	as defined in the relevant sections of the Explanatory Statements.
10% Facility	as defined in the relevant sections of the Explanatory Statements.
AEST/AEDT	Australian Eastern Standard Time / Australian Eastern Daylight Time.
ASX	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires.
ASX Listing Rule or **Listing Rule** or **LR**	means ASX Listing Rules published and maintained by ASX Limited.
Articles of Incorporation	means Articles of Incorporation of the Company.
Board	means of the board of Directors of the Company.
Broker Options	has the meaning given in the Explanatory Statements under Resolution 4.
Bylaws	means the Bylaws of the Company as at the date of the Meeting.
CDI	means CHESS Depositary Interests, 1 CDI represents the equivalent beneficial ownership and interest of 1 underlying fully paid share of common stock in the Company.
CDI Holder	means the CDI holder of the Company's CDIs.
CDI Voting Instruction Form	means the CDI Voting Instruction Form as attached to the Notice.
CDN	means CHESS Depositary Nominees Pty Ltd.
CEO Tranche Securities	means the 2,500,000 new CDIs to be issued under the Placement to the CEO, subject to Securityholders' approvals as detailed in the Explanatory Statements for Resolution 2.
Chairman or Chair	means the person appointed to chair the Meeting.
Company or **SNX**	means Sierra Nevada Gold Inc. ARBN 653 575 618.
Corporations Act	means *Corporations Act 2001* (Cth).
Director	means a director of the Company.
EGM Tranche	means the 5,500,000 new CDIs to be issued under the Placement, subject to Securityholders' approvals as detailed in this Notice of Meeting.
Equity Incentive Plan or **EIP**	means the Company's Equity Incentive Plan, a summary of which is set out in Annexure A.
Explanatory Statement	means the explanatory statement which accompanies and form part of the Notice of Meeting.
Investor Tranche or **Investor Tranche Securities**	means 123,245,003 CDIs issued on 2 September 2026 under the Placement.

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Lead Managers	means the lead managers of the Placement, being Argonaut Securities Pty Limited and Foster Stockbroking Pty Ltd.
Listing Rules	means the Listing Rules of the ASX.
EGM or **Meeting**	has the meaning given in the introductory paragraph of the Notice of Meeting.
Notice of Meeting or **Notice**	means this Notice of General Meeting for the Company, including the attached notes and the Explanatory Statements.
PDT	means US Pacific Daylight Time.
Placement	means the capital raising placement by the Company as announced on the ASX Announcements Platform on 26 August 2026.
Placement Capacity	means the Company's capacity to issue securities as determined by Listing Rules 7.1 and 7.1A.
Record Date	means 7.00pm (AEDT) on Friday, 16 October 2026 (1.00am (US PDT) on Friday, 16 October 2026).
Securityholder	means the Company's Shareholder(s) and CDI Holders.
Share	means a fully paid ordinary share of common stock of the Company.
Shareholder	means the shareholder of the Company.

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ANNEXURE A – SIERRA NEVADA GOLD INC. EQUITY INCENTIVE PLAN

The rules for the Sierra Nevada Gold Inc. Equity Incentive Plan (**Plan**) are summarized as follows. References to the issue or delivery of Shares to a participant should be read in the context of the Company's CDI structure. The relevant shares of common stock will be issued to CDN, as the CDI depositary nominee, and the participant will receive the corresponding CDIs representing those shares.

Purpose. The purpose of the Plan is to advance the interests of the Company and its shareholders by providing an incentive to attract, retain and reward persons performing services for the Company and by motivating such persons to contribute to the growth and profitability of the Company.

Types of Stock Awards. The Plan permits the grant of incentive stock options (**ISOs**), nonqualified stock options (**NQSOs**), restricted stock, restricted stock units (**RSUs**), stock appreciation rights (**SARs**), bonus stock and performance awards (collectively, **stock awards**).

Number of Awards. The maximum aggregate number of underlying Shares for the Awards that may be issued under the Plan at any point in time is the amount that is equal to 10% of the issued capital at that time, less the number of underlying Shares issued under the Plan during the previous three-year period, plus such number of underlying Shares relating to Awards that are specifically approved by Shareholders.

Lapsed Awards. Shares subject to stock awards that are cancelled, forfeited, settled in cash or that expire by their terms shall again be available for grant and issuance in connection with other stock awards.

Eligibility. Employees, officers, directors and independent contractors of the Company or its affiliates are all eligible to participate in the Plan. ISOs may only be granted to employees (including officers and directors who are employees).

Administration. The Plan is administered by the Board of Directors or the Nomination and Remuneration Committee (**Committee**) if established by the Directors. Subject to the terms of the Plan, the Board/Committee has the authority, in its discretion, to (i) construe and interpret the Plan, any award agreement and any other agreement or document executed pursuant to the Plan; (ii) prescribe, amend, expand, modify and rescind or terminate rules and regulations relating to the Plan; (iii) approve persons to receive stock awards; (iv) determine the form and terms of stock awards; (v) determine the number of Shares or other consideration subject to stock awards granted under the Plan; (vi) determine whether stock awards will be granted singly, in combination with, in tandem with, in replacement of, or as alternatives to, other stock awards under the Plan or awards under any other incentive or compensation plan of the Company or parent or subsidiary of the Company; (vii) grant waivers of any conditions of the Plan or any stock award; (viii) determine the terms of vesting, exercisability and payment of stock awards to be granted pursuant to the Plan; (ix) correct any defect, supply any omission or reconcile any inconsistency on the Plan, and stock award, any award agreement, option exercise agreement or restricted stock agreement; (x) determine whether a stock award has been earned; (xi) extend the vesting period beyond a participant's termination date; and make all other determination necessary or advisable in connection with the administration of the Plan.

Stock Options. Each stock option will be designated in the award agreement as either an ISO (which is entitled to favourable tax treatment) or a NQSO. However, notwithstanding such designation, to the extent that the aggregate fair market value of the shares with respect to which incentive stock options are exercisable for the first time by the participant during any calendar year exceeds US$100,000, such stock options will be treated as NQSO.

The term of each stock option will be stated in the award agreement provided that no stock option may have a term that is longer than 10 years from the date of grant. In the case of an ISO granted to a participant who owns our stock representing more than 10% of the total combined voting power of all classes of our stock or the stock of a parent or subsidiaries, the term may not be longer than 5 years from the date of grant.

The per share exercise price for the Shares to be issued pursuant to exercise of a stock option will be determined by the Board/Committee when the stock option is granted and shall not be less than the fair market value per Share unless expressly determined in writing by the Board/Committee on the date of grant. In the case of an ISO granted to an employee who, at the time the ISO is granted, owns stock representing more

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than 10% of the voting power of all classes of our stock or the stock of a parent or subsidiaries, the per Share exercise price will be no less than 110% of the fair market value per Share on the date of grant. Notwithstanding the foregoing, stock options may be granted with a per share exercise price of less than 100% of the fair market value per Share on the date of grant pursuant to a corporate reorganization, liquidation or other transaction described in Section 424(a) of the Internal Revenue Code of 1986, as amended (**Code**) and pursuant to Section 409A of the Code.

At the time a stock option is granted, the Board/Committee will fix the period within which the stock option may be exercised and will determine any conditions that must be satisfied before the stock option may be exercised. The Board/Committee also will determine the acceptable form of consideration for exercising a stock option, including the method of payment.

If a participant ceases to be a service provider other than for "Cause," as defined in the Plan, the participant may exercise his or her stock option within such period of time as is specified in the stock award agreement to the extent that the stock option is vested on the date of termination (but in no event later than the expiration of the term of such stock option). In the absence of a specified time in the award agreement, or as may be provided in any other written agreement between the Company and the participant, to the extent vested as of a participant's termination, the stock option will remain exercisable for 12 months following a termination for death or disability, and 3 months following a termination for any other reason other than Cause. Any outstanding stock option (including any vested portion thereof) held by a participant shall immediately terminate in its entirety upon the participant's termination date.

Restricted Stock. Restricted stock awards are grants of Shares that are subject to various restrictions, including restrictions on transferability and forfeiture provisions. The risk of forfeiture and the restrictions on such Shares will lapse in accordance with terms and conditions established by the Board/Committee. The Board/Committee may impose whatever conditions on the restricted stock awards that it determines to be appropriate.

During the period of restriction, participants holding restricted stock may exercise full voting rights and will be entitled to receive all dividends and other distributions paid, in each case with respect to such Shares. If any such dividends or distributions are paid in Shares, the Shares will be subject to the same restrictions, including without limitation restrictions on transferability and forfeitability, as the restricted stock with respect to which they were paid.

Restricted Stock Units. RSUs are rights granted to participant to receive Shares on a future date. Each RSU is a bookkeeping entry representing an amount equal to the fair market value of one Share. In determining whether RSUs should be granted, and/or the vesting schedule for the RSUs, the Board/Committee may impose whatever conditions on vesting as it determines to be appropriate.

During the vesting period, participants holding RSUs will hold no voting rights by virtue of such RSUs. The Board/ Committee may, in its sole discretion, award dividend equivalents in connection with the grant of RSUs that may be settled in cash, in shares of equivalent value, or in some combination thereof.

Stock Appreciation Rights. The Board/Committee will determine the terms and conditions of each award of a SAR, except that the exercise price for each SAR cannot be less than 100% of the fair market value of the underlying Shares on the date of grant. Upon exercise of a SAR, a participant will receive payment from the Company in an amount determined by multiplying the difference between the fair market value of a Share on the date of exercise over the exercise price by the number of Shares with respect to which the SAR is exercised. No SAR may be exercisable after 10 years from the date of grant. SARs may be paid in cash, Shares or a combination thereof, as determined by the Board/Committee. SARs are exercisable at the times and on the terms established by the Board/Committee.

Leaves of Absence. The Board/Committee has the discretion to determine at any time whether and to what extent the vesting of stock awards shall be suspended during any leave of absence. A participant will not cease to be an employee in the case of sick leave, military leave or any other leave of absence approved by the Board/Committee. If a participant's leave exceeds 90 days, then such participant's service as an employee shall be deemed terminated on the first day following such 90-day period, unless reinstated (or in the case of an employee with an ISO, is guaranteed by contract or statute, or unless provided otherwise pursuant to a written policy of the Company).

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Non-transferability of Stock Awards. Unless determined otherwise by the Board/Committee, a stock award may not be sold, pledged, assigned, hypothecated, transferred or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the participant, only by the participant. If the Board/Committee makes a stock award transferable, such stock award will contain such additional terms and conditions as the Board/Committee deems appropriate.

Corporate Transaction. Except as set forth in a stock award agreement, in the event of (i) a transfer of all or substantially all of the Company's assets, (ii) a merger, consolidation or other capital reorganization or business combination transaction of the Company with or into another corporation, entity or person, or (iii) the consummation of a transaction, or series of related transactions, in which any person becomes the beneficial owner directly or indirectly, of more than 50% of the Company's then outstanding capital stock, each outstanding stock award (vested or unvested) will be treated as the Board/Committee determines, which may include (a) the continuation of such outstanding stock awards (if the Company is the surviving corporation); (b) the assumption of such outstanding stock awards by the surviving corporation or its parent; (c) the substitution by the surviving corporation or its parent of new stock options or other equity awards for such stock awards; (d) the termination of such stock awards; or (e) the opportunity for participants to exercise the stock options prior to the occurrence of the corporate transaction and the termination (for no consideration) upon the consummation of such corporate transaction of any stock options not exercised prior thereto.

Amendment, Termination and Duration of the Plan. Subject to compliance with applicable law, including the ASX Listing Rules, the Board/Committee has the authority to amend or terminate the Plan at any time and the ability to amend any outstanding awards under the Plan, provided that no such amendment or termination may materially adversely impair the rights of the participant with respect to such outstanding awards without the participant's consent. Certain amendments require the approval of the Shareholders.

Annual Reporting. Details of any stock awards (including the Performance Shares) issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

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Sierra Nevada Gold Inc.
ARBN 653 575 618

Need assistance?

Phone:
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+61 3 9415 5000 (outside Australia)

Online:
www.investorcentre.com/contact

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **12:00pm (AEDT) on Wednesday, 28 October 2026 (6:00pm US PDT Tuesday, 27 October 2026).**

CDI Voting Instruction Form

Direction to CHESS Depositary Nominees Pty Ltd

Each CHESS Depositary Interest (**CDI**) represents an indirect ownership in the Company's shares (**Shares**). Each CDI is equivalent to one Share, so that every one (1) CDI you own as at 7.00pm (AEDT) on Friday, 16 October 2026 (1.00am (US PDT on Friday, 16 October 2026)) entitles you to one (1) vote. The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (**CDN**). As holders of CDIs you are not the legal owners of the Shares, CDN is entitled to vote at meetings of stockholders on the instruction of registered holders of CDIs.

How to Vote on Items of Business

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CDN, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CDN enough time to tabulate all CDI votes and to vote on the underlying Shares.

Appointment of Proxy

If you wish to attend the Meeting (defined overleaf) or appoint some other person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or the adjournment or postponement thereof, please insert your name or the name of your chosen appointee in the box in Step 2.

Signing Instructions for Postal Forms

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

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

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

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable. With respect to a U.S. company or other entity, this form should be signed by one officer. Please give full name and title under the signature.

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Lodge your Form: XX

Online:

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

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

By Mail:

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

By Fax:

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

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

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

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

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

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■ CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees will vote as directed

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Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests (**CDIs**) of Sierra Nevada Gold Inc. (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Extraordinary General Meeting of Securityholders of the Company to be held on Friday, 30 October 2026 at 12:00pm (AEDT) (Thursday, 29 October 2026 at 6:00pm (US PDT)) **(Meeting)** and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

If you wish to attend the Meeting or appoint some person or company other than CDN, who need not be a stockholder, to attend and vote the shares underlying your holding at the Meeting or any adjournment or postponement thereof, please insert your name, or the name of your appointee, in this box. You agree that, if you or your appointee do not attend the meeting, you appoint CDN to attend and vote the shares underlying your holding.

STEP 3 Items of Business

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

Voting Instructions - Voting instructions will only be valid and accepted if they are signed and received no later than 48 hours before the Meeting. Please read the instructions overleaf before marking any boxes with an X.

		For	Against	Abstain
1	Ratification of prior issue of 123,245,003 of Shares of common stock (and the corresponding CDIs) under Placement	☐	☐	☐
2	Approval to issue up to 2,500,000 Shares of common stock (and the corresponding CDIs) under Placement	☐	☐	☐
3(a)	Approval for Director participation in Placement - Simon Lill	☐	☐	☐
3(b)	Approval for Director participation in Placement - Robert Gray	☐	☐	☐
3(c)	Approval for former Director's participation in Placement - Peter Moore	☐	☐	☐
4	Approval to issue Broker Options	☐	☐	☐
5	Approval to issue Performance Shares to Adam Oehlman under the Company's Equity Incentive Plan	☐	☐	☐
6	Approval to issue Shares of Common Stock (and the Corresponding CDIs) to Peter Moore (Former Executive Director) in lieu of accrued fees and entitlements payable	☐	☐	☐
7	Approval to issue securities under Equity Incentive Plan	☐	☐	☐

SIGN Signature of Securityholder(s)

This section must be completed.

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

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /

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