For personal use only

WILDCAT RESOURCES LIMITED

ACN 098 236 938

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Wildcat Resources Limited will be held at Country Women's Association of WA, 1176 Hay Street, West Perth WA 6005, on Monday, 2 November 2026 at 10:00am (AWST)

This Notice 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 adviser prior to voting.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform.

For personal use only

WILDCAT RESOURCES LIMITED
ACN 098 236 938

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Wildcat Resources Limited (**Company**) will be held at Country Women's Association of WA, 1176 Hay Street, West Perth WA 6005 on Monday, 2 November 2026 at 10:00am (AWST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 31 October 2026 at 5.00pm (AWST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum will, unless the context requires otherwise, have the meaning given to them in Schedule 1.

AGENDA

Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding resolution** the following:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, Shareholders approve the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting Exclusion

A vote on this Resolution must not be cast (in any capacity):

(a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

(b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution but expressly authorises the Chairperson to exercise the proxy, even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2 Resolution 2 – Re-election of Mr Jeff Elliott as Director

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

"That, pursuant to and in accordance with Article 7.2(b) and for all other purposes, Mr Jeff Elliott, Director, retires and being eligible pursuant to Article 7.5(a), is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3 Resolution 3 – Re-election of Ms Fiona Van Maanen as Director

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

"That, pursuant to and in accordance with Article 7.2(b) and for all other purposes, Ms Fiona Van Maanen, Director, retires and being eligible pursuant to Article 7.5(a), is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4 Resolution 4 – Increase in Non-Executive Director Fees

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

"That, pursuant to and in accordance with Listing Rule 10.17 and Article 7.8(a) and for all other purposes, the maximum total fees payable to non-executive Directors be increased from $500,000 per annum to $1,000,000 per annum on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a Director or an associate 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 proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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:

For personal use only

(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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5 Resolution 5 – Issue of Director Shares to Mr Ajanth Saverimutto

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 259,413 Director Shares to Mr Ajanth Saverimutto (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ajanth Saverimutto and any other person who will obtain a material benefit as a result of the issue of the Director Shares (except a benefit solely by reason of being a holder of Shares), or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson 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

For personal use only

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6 Resolution 6 – Issue of Director Shares to Mr Matthew Banks

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 176,471 Director Shares to Mr Matthew Banks (and/or his nominee(s)) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Banks and any other person who will obtain a material benefit as a result of the issue of the Director Shares (except a benefit solely by reason of being a holder of Shares), or an associate of those persons.

However, this does not apply to a vote cast in favour of this 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 that way; or

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

Voting Prohibition

For personal use only

For personal use only

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7 Resolution 7 – Issue of Performance Rights to Mr Ajanth Saverimutto

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

"That, pursuant to and in accordance with Listing Rules 10.14, Listing Rule 10.19, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of 1,647,059 Performance Rights to Mr Ajanth Saverimutto (and/or his nominee(s)) under the Plan on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ajanth Saverimutto (and/or his nominee(s)) and each person referred to in Listing Rules 10.14.1, 10.14.2 and 10.14.3 who is eligible to participate in the Plan or an associate of that person or those persons.

The Company will also disregard any votes cast in favour of this Resolution by or on behalf of an officer of the Company (and/or their nominee(s)) or any of their child entities (as defined in the Listing Rules) who are entitled to participate in a termination benefit or an associate of that person or those persons.

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

(a) a person as 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 that way; or

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

Voting Prohibition

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ajanth Saverimutto or any of his associates.

The Company will not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8 Resolution 8 – Issue of Performance Rights to Mr Matthew Banks

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

"That, pursuant to and in accordance with Listing Rule 10.14, Listing Rule 10.19, Part 2D.2 of the Corporations Act (including sections 200B and 200E of the Corporations Act) and for all other purposes, Shareholders approve the issue of up to 653,333 Performance Rights to Mr Matthew Banks (and/or his nominee(s)) under the Plan, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Banks (and/or his nominee(s)) and each person referred to in Listing Rules 10.14.1, 10.14.2 and 10.14.3 who is eligible to participate in the Plan or an associate of that person or those persons.

The Company will also disregard any votes cast in favour of this Resolution by or on behalf of an officer of the Company (and/or their nominee(s)) or any of their child entities (as defined in the Listing Rules) who are entitled to participate in a termination benefit or an associate of that person or those persons.

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

(a) a person as 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 that way; or

For personal use only

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

Voting Prohibition

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Matthew Banks or any of his associates.

The Company will not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.

Further, in accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

(a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

(b) the person appointed as proxy is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9 Resolution 9 – Ratification of Consideration Shares to Sayona Lithium Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 22,662,890 Consideration Shares under Listing Rule 7.1 to Sayona Lithium Pty Ltd (and/or its nominee(s)), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Sayona Lithium Pty Ltd (and/or its nominee(s)) or an associate of that person.

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

For personal use only

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

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

10 Resolution 10 – Ratification of Consideration Shares to Attgold Pty Ltd

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 708,215 Consideration Shares under Listing Rule 7.1 to Attgold Pty Ltd (and/or its nominee(s)), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Attgold Pty Ltd (and/or its nominee(s)) or an associate of that person.

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

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;

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

For personal use only

For personal use only

11 Resolution 11 – Ratification of prior issue Placement Shares

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

"*That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the allotment and prior issue of 183,606,558 Shares issued at an issue price of $0.305 per Share on 28 September 2026 under Listing Rule 7.1 as part of the Placement, on the terms and conditions in the Explanatory Memorandum*."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

(a) a person who participated in the issue of Shares the subject of this Resolution; or

(b) an associate 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 proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;

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

12 Resolution 12 – Approval of issue of Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 13,114,754 Shares at an issue price of $0.305 per Share, to the participants in the Placement (and/or their respective nominee(s)) as part of the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in the proposed issue of securities or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way;

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

13 Resolution 13 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue of securities or who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of those persons.

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

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the Chairperson as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairperson to vote on this Resolution as the Chairperson 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board

James Bahen
Company Secretary
Dated: 2 October 2026

For personal use only

For personal use only

WILDCAT RESOURCES LIMITED
ACN 098 236 938

EXPLANATORY MEMORANDUM

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Mr Jeff Elliott as Director
Section 6:	Resolution 3 – Re-election of Ms Fiona Van Maanen as Director
Section 7:	Resolution 4 – Increase in Non-Executive Director Fees
Section 8:	Resolutions 5 and 6 – Issue of Director Shares to Messrs Ajanth Saverimutto and Matthew Banks
Section 9:	Resolutions 7 and 8 – Issue of Performance Rights to Messrs Matthew Banks and Ajanth Saverimutto
Section 10:	Resolution 9 – Ratification of Consideration Shares to Sayona Lithium Pty Ltd
Section 11:	Resolution 10 – Ratification of Consideration Shares to Attgold Pty Ltd
Section 12:	Resolution 11 – Ratification of prior issue of Placement Shares
Section 13:	Resolution 12 – Approval of issue of Placement Shares
Section 14:	Resolution 13 – Approval of 10% Placement Facility
Schedule 1:	Definitions
Schedule 2:	Terms and Conditions of Performance Rights
Schedule 3:	Summary of Securities Incentive Plan

A Proxy Form is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

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

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting (subject to the voting exclusions detailed in the Notice).

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Proxy Forms must be received by the Company no later than 10:00am (AWST) on Saturday, 31 October 2026, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Attendance at Meeting

Shareholders are invited to attend the Meeting in person at the time and place indicated in the Notice. Shareholders may vote by directed proxy in lieu of attending the Meeting in person.

Shareholders can submit any questions in advance of the Meeting by emailing the questions to info@wildcatresources.com.au by no later than 5.00pm (AWST) on Monday, 26 October 2026

If it becomes necessary or appropriate to make alternative Meeting arrangements to those detailed in the Notice, Shareholders will be updated via the ASX announcements platform.

3 Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at https://www.wildcatresources.com.au/;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

For personal use only

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

(a) the preparation and the content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies of the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five Business Days before the Meeting (being, no later than 5.00pm (AWST) on Monday, 26 October 2026) to the Company Secretary at the Company's registered office.

4 Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the 2025 annual general meeting. Please note if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chairperson will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

For personal use only

For personal use only

5 Resolution 2 – Re-election of Mr Jeff Elliott as Director

5.1 General

Article 7.2(b) provides that there must be an election of Directors at each annual general meeting of the Company. If no person is standing for election or re-election in accordance with other Articles, Article 7.2(b)(iv) provides that any director who wishes to may retire and stand for re-election.

Resolution 2 provides that Mr Jeff Elliott will retire as a Director at the Meeting and, being eligible, offers himself for re-election.

Mr Elliott has more than 30 years' experience in the mining industry across exploration, project assessment, technical valuations, independent reporting and corporate advice. He also has strong financial, business management, communication, and strategy development and implementation skills. Mr Elliott is the former Managing Director of CSA Global, a position he held since 2007 and finalised in late 2020 after completing a sale of the business to leading sustainability firm ERM. He is a former Non-Executive Director of Southern Geoscience Consultants Pty Ltd, a leading Australian geophysics consulting firm based in Perth, Western Australia. He is also a co-founding Director and shareholder of successful private companies Ausino Drilling Services Pty Ltd, CorePlan and Ever Nimble Pty Ltd that service the mining industry via drilling, software and IT offerings, and industrial minerals explorer Thessally Resources Pty Ltd.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

5.2 Board Recommendation

The Board (excluding Mr Jeff Elliott) supports the re-election of Mr Elliott and recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Re-election of Ms Fiona Van Maanen as Director

6.1 General

Article 7.2(b) provides that there must be an election of Directors at each annual general meeting of the Company. If no person is standing for election or re-election in accordance with other Articles, Article 7.2(b)(iv) provides that any director who wishes to may retire and stand for re-election.

Resolution 3 provides that Ms Van Maanen will retire as a Director at the Meeting and, being eligible, offers herself for re-election.

Ms Van Maanen has more than 30 years of experience in accounting, financial management, corporate governance, M&A transactions and project development in the mining and resources industry. She is the former CFO and Company Secretary of Metals X Limited and is a Non-Executive Director of Westgold Resources Limited (ASX: WGX), Pantoro Limited (ASX: PNR), and Hot Chili Limited (ASX: HCH). Ms Van Maanen is the Chair of the Company's Audit and Risk Committee and Remuneration & Nomination Committee.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

6.2 Board Recommendation

The Board (excluding Ms Van Maanen) supports the re-election of Ms Van Maanen and recommends that Shareholders vote in favour of Resolution 3.

7 Resolution 4 – Increase in Non-Executive Director Fees

7.1 General

In accordance with Listing Rule 10.17 and Article 7.8(a), the Company must not increase the total aggregate amount of non-executive Directors' fees payable by it and any of its child entities without the approval of Shareholders.

Listing Rule 10.17 also provides that the Notice must include the amount of the increase, the maximum aggregate amount that may be paid to the non-executive Directors as a whole, details of any securities issued to a non-executive Director under Listing Rules 10.11 or 10.14 with Shareholder approval within the preceding three years and a voting exclusion statement. Listing Rule 10.17 does not apply to the salary of an executive Director.

Resolution 4 seeks Shareholder approval for the increase of the aggregate amount of fees available to be paid to non-executive Directors by $500,000 from the current $500,000 per annum to an aggregate amount of $1,000,000 per annum. The Constitution was adopted at the 2024 annual general meeting which stated $500,000 as the non-executive director fee pool. For good corporate governance and to avoid any doubt, the Company is seeking Shareholder approval to increase the non-executive director fee pool to $1,000,000. Given the growth of the Company since the Constitution was last adopted in 2024, the Board has also conducted a review of the market competitiveness of non-executive Director remuneration and determined that an increase to the non-executive Directors' fee pool to $1,000,000 per annum is appropriate for the following reasons:

(a) to provide for non-executive Directors' fees to increase in the future to reflect market trends in the medium-long term;

(b) to attract new Directors of a calibre required to effectively guide and monitor the business of the Company;

(c) due to the increased complexity and expected continued growth of the Company and increased responsibilities for non-executive Directors; and

(d) to remunerate non-executive Directors appropriately for the expectations placed upon them by both the Company and the regulatory environment in which it operates.

If Resolution 4 is passed, the Company will be able to proceed to increase the aggregate amount of fees available to be paid to non-executive Directors by $500,000 from the current $500,000 per annum to an aggregate amount of $1,000,000 per annum.

If Resolution 4 is not passed, the Company will not be able to proceed to increase the aggregate amount of fees available to be paid to non-executive Directors by $500,000 from the current $500,000 per annum to an aggregate amount of $1,000,000 per annum. This may inhibit the ability of the Company to remunerate, attract and retain appropriately skilled non-executive Directors.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

7.2 Specific information required by Listing Rule 10.17

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of Listing Rule 10.17:

For personal use only

(a) Shareholder approval is being sought to increase the fee pool by $500,000, which would increase the annual remuneration pool from $500,000 to $1,000,000.

(b) Subject to Shareholders approving Resolution 4, the maximum aggregate amount of fees that may be paid to all of the Company's non-executive Directors will be $1,000,000 per annum.

(c) In the last three years, the following Securities have been issued to non-executive Directors under Listing Rule 10.11 or 10.14 (with Shareholder approval):

(i) Mr Jeff Elliott – Non-Executive Chairman

Date of issue	Securities	Number
13 October 2023	Options[1]	5,000,000
17 November 2023	Shares[2]	11,000,000

Notes:
1. Nil exercise price on or before 13 October 2028.
2. Acquired by Mr Elliott in the 17 May 2023 Placement.

(ii) Mr Samuel Ekins – Non-Executive Director

Date of issue	Securities	Number
2 December 2024	Performance Rights[1]	730,450

Notes:
1. Nil exercise price on or before 30 June 2029.

(d) A voting exclusion statement is included in the Notice for Resolution 4.

7.3 Directors' recommendation

The Directors are excluded from voting on Resolution 4 pursuant to the Listing Rules. Accordingly, the Directors decline to make a recommendation to Shareholders on Resolution 4.

8 Resolutions 5 and 6 – Issue of Director Shares to Messrs Ajanth Saverimutto and Matthew Banks

8.1 General

Resolutions 5 and 6 seek Shareholder approval in accordance with Listing Rule 10.11 for the issue of 259,413 Shares to Mr Ajanth Saverimutto and 176,471 Shares to Mr Matthew Banks (and/or their nominee(s)) (**Director Shares**).

The Company will issue the Director Shares to Messrs Ajanth Saverimutto and Matthew Banks, as part of their achievement of FY26 short term incentives, to incentivise their continued performance as Managing Director and Executive Director respectively. The issue of Director Shares is consistent with the strategic goals and targets of the Company, and allows the Company to conserve its available cash reserves.

Resolutions 5 and 6 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 5 and 6.

For personal use only

For personal use only

8.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not permit any of the following persons to acquire Equity Securities:

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, unless it obtains the approval of its shareholders;

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 issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Director Shares to Messrs Ajanth Saverimutto and Matthew Banks falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12 and therefore requires the approval of the Shareholders under Listing Rule 10.11.

If Resolutions 5 and 6 are passed, the Company will be able to proceed with the issue of 259,413 Director Shares to Mr Saverimutto (and/or his nominee(s)) and 176,471 Director Shares to Mr Matthew Banks (and/or his nominee(s)), and pursuant to Listing Rule 7.2 exception 14, the Company may issue the Director Shares without using up the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolutions 5 and 6 are not passed, the Company will not be able to proceed with the issue of 259,413 Director Shares to Mr Saverimutto (and/or his nominee(s)) and 176,471 Director Shares to Mr Matthew Banks (and/or his nominee(s)), and the Company will have to consider alternative arrangements to incentivise Messrs Ajanth Saverimutto and Matthew Banks' continued performance in their roles as Managing Director and Executive Director respectively.

8.3 Specific information required by Listing Rule 10.13

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

(a) The Director Shares will be granted to Messrs Ajanth Saverimutto and Matthew Banks (and/or their respective nominee(s)).

(b) Messrs Ajanth Saverimutto and Matthew Banks fall within Listing Rule 10.11.1 as they are both Directors and therefore related parties of the Company.

(c) The maximum number of Director Shares to be issued pursuant to Resolutions 5 and 6 is:

Director	Number and class
Mr Ajanth Saverimutto	259,413 Shares
Mr Matthew Banks	176,471 Shares
Total	**435,884 Shares**

(d) The Company will issue the Director Shares to Messrs Saverimutto and Banks (and/or their respective nominee(s)) no later than one (1) month after the date of the Meeting.

(e) The Director Shares will be issued to Messrs Saverimutto and Banks (and/or their respective nominee(s)) for nil consideration.

(f) The Company considers the issue of Director Shares to be a cost-effective and efficient reward for the Company to appropriately incentivise the continued performance of Messrs Saverimutto and Banks. It allows the Company to conserve its available cash reserves.

(g) The current total fixed remuneration packages of Messrs Ajanth Saverimutto and Matthew Banks for FY2027 is detailed below:

Name	Base Salary	Superannuation (A$)	Value of short-term incentive – cash (A$)	Value of long-term incentive - Performance Rights (A$)	Maximum total Financial Benefit (A$)
Mr Ajanth Saverimutto	600,000	72,000	470,000	840,000[1]	1,310,400
Mr Matthew Banks	350,000	42,000	176,000	333,200[1]	901,600

Note: The value of the Performance Rights may change as it depends on the future price of a Share. See explanation on Section 9.3(j) below.

(h) The Director Shares are not to be issued under an agreement.

(i) A voting exclusion statement is included in the Notice for Resolutions 5 and 6.

8.4 Board Recommendation

The Board (excluding Messrs Ajanth Saverimutto and Matthew Banks) recommends that Shareholders vote in favour of Resolutions 5 and 6.

9 Resolutions 7 and 8 – Issue of Performance Rights to Messrs Matthew Banks and Ajanth Saverimutto

9.1 General

Resolutions 7 and 8, respectively, seek Shareholder approval in accordance with Listing Rule 10.14 for the grant of:

(a) 1,647,059 Performance Rights to Mr Ajanth Saverimutto (and/or his nominee(s)), CEO and Managing Director; and

(b) 653,333 Performance Rights to Mr Matthew Banks (and/or his nominee(s)), Executive Director.

The Company will issue the Performance Rights to Messrs Banks and Saverimutto to incentivise their continued performance in their respective roles. The issue of Performance Rights under the Plan is consistent with the strategic goals and targets of the Company, and allows the Company to conserve the Company's available cash reserves.

The Company acknowledges that Messrs Banks and Saverimutto may receive certain termination benefits associated with the Performance Rights the subject of Resolutions 7 and 8 in connection with them ceasing to be an officer of, or ceasing to hold a managerial or

For personal use only

executive office in, the Company or a Related Body Corporate. In particular, the Board will have the discretion to determine that, when Messrs Banks or Saverimutto cease to be an Eligible Participant by ceasing to be an officer or hold a managerial or executive office with the Company, some or all of the Performance Rights will not lapse at that time, will vest or that some or all of the vesting conditions will be waived, retained or will be exercised or converted into Shares. Therefore, the Company is also seeking Shareholder approval for the purposes of Listing Rule 10.19 and Part 2D.2 of the Corporations Act (including, sections 200B and 200E of the Corporations Act).

The Performance Rights are to be issued under the Plan (refer Schedule 3 for a summary of the Plan) and in accordance with the terms and conditions of the Performance Rights (summarised in Schedule 2).

Resolutions 7 and 8 are ordinary resolutions.

The Chairperson intends to exercise all available proxies in favour of Resolutions 7 and 8.

9.2 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

10.14.1 a director of company;

10.14.2 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;

10.14.3 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, unless it obtains the approval of its shareholders,

unless it obtains the approval of its shareholders.

The issue of Performance Rights to Messrs Banks and Saverimutto falls within Listing Rule 10.14.1 above and therefore requires the approval of the Shareholders under Listing Rule 10.14.

If Resolution 7 is passed, the Company will be able to proceed with the issue of 1,647,059 Performance Rights to Mr Saverimutto (and/or his nominee(s)), and pursuant to Listing Rule 7.2 exception 14, the Company may issue the Performance Rights without using up the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of 1,647,059 Performance Rights to Mr Saverimutto (and/or his nominee(s)), and the Company will have to consider alternative arrangements to incentivise Mr Saverimutto's continued performance in his role as the CEO and Managing Director.

If Resolution 8 is passed, the Company will be able to proceed with the issue of 653,333 Performance Rights to Mr Banks (and/or his nominee(s)), and pursuant to Listing Rule 7.2 exception 14, the Company may issue the Performance Rights without using up the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of 653,333 Performance Rights to Mr Banks (and/or his nominee(s)), and the Company will have to consider alternative arrangements to incentivise Mr Banks' continued performance in his role as Executive Director.

9.3 Specific information required by Listing Rule 10.15

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

For personal use only

(a) The Performance Rights will be granted to Messrs Banks and Saverimutto (and/or their respective nominee(s)).

(b) Messrs Banks and Saverimutto fall within Listing Rule 10.14.1 as they are Directors and are therefore related parties of the Company.

(c) The maximum number of Performance Rights to be issued under the Plan pursuant to Resolutions 7 and 8 is:

Director	Performance Rights
Ajanth Saverimutto	1,647,059
Matthew Banks	653,333
Total	**2,300,392**

(d) Refer to section 8.3(g) for a summary of the current total remuneration package of Messrs Banks and Saverimutto.

(e) Mr Banks has previously been issued 2,653,077 Performance Rights under the Plan for nil issue price.

(f) Mr Saverimutto has previously been issued 4,949,326 Performance Rights under the Plan for nil issue price.

(g) A summary of the material terms of the Performance Rights is detailed in Schedule 2.

The vesting conditions of the Performance Rights include the following:

(i) the continuous service of the Executive as an eligible employee of the Company from the Grant Date until 30 June 2029 (**Performance Period**);

(ii) satisfaction of the Performance Measures, with the Performance Rights allocated 35% to the RTSR Measure, 35% to the ATSR Measure and 30% to the Ore Resource Growth Measure, as described below:

RTSR Measure means the Relative Total Shareholder Return (**RTSR**) in respect of the Performance Period. The RTSR is calculated as the change in the underlying share price of the company plus any dividends paid or capital returns, expressed as a percentage change from the 5-day VWAP of each company's (selected for the RTSR Measure) (each a member of the **Peer Group**) share price ending 30 June 2026 to the 5-day VWAP of that share price ending 30 June 2029. The companies comprising the Peer Group are set out in paragraph 5 of Schedule 2.

The proportion of Performance Rights to which the RTSR Measure applies (being 35% of the total number of Performance Rights) that vest is dependent on the Company's TSR compared to the TSR of the Peer Group over the Performance Period as follows:

Relative TSR Over the Vesting and Measurement Period	Proportion of Performance Rights Vested
Below the 50th percentile	0%
At the 50th percentile	50%
Between the 50th and 75th percentile	Pro rata between 50% and 100%

For personal use only

At and above the 75th percentile	100%

ATSR Measure means the Company's absolute Total Shareholder Return (**ATSR**) in respect of the Performance Period, measured by comparing the 30-day VWAP of Shares as at 1 July 2026 to the 30-day VWAP of Shares as at 30 June 2029, expressed as a percentage change.

The proportion of Performance Rights to which the ATSR Measure applies (being 35% of the total number of Performance Rights) that vest is dependent on the Company's ATSR over the Performance Period as follows:

Absolute TSR Over the Performance Period	Proportion of Performance Rights Vested
Less than 50%	0%
50%	50%
Between 50% and 100%	Pro rata between 50% and 100%
Greater than 100%	100%

Ore Resource Growth Measure means the percentage growth in the Company's Mineral Resources and Ore Reserves (each as defined in the JORC Code) over the Performance Period, measured by reference to the Company's published Annual Mineral Resource and Ore Reserve Statements at the beginning and at the end of the Performance Period.

The proportion of Performance Rights to which the Ore Resource Growth Measure applies (being 30% of the total number of Performance Rights) that vest is dependent on the Company's resource growth over the Performance Period as follows:

Ore Resource Growth Over the Performance Period	Proportion of Performance Rights Vested
Below 0% growth	0%
Between 0% and 25% growth	50%
Between 25% and 50% growth	Pro rata between 50% and 100%
Greater than 50% growth	100%

(iii) any other conditions contained within the Plan are met or waived (as applicable).

(h) The Company will issue the Performance Rights to Messrs Banks and Saverimutto (and/or their respective nominee(s)) no later than three (3) years after the date of the Meeting.

(i) The Company considers the issue of the Performance Rights to be a cost-effective and efficient reward for the Company to incentivise the continued performance of Messrs Banks and Saverimutto appropriately. It allows the Company to conserve its available cash reserves.

(j) In determining the value of the performance rights, for illustrative purposes, the Company has used a 5-day VWAP of **$0.51** as calculated between **24 June to 30 June**

For personal use only

2026, the prima facie total value attributed to the Performance Rights to be issued to Messrs Banks and Saverimutto if they remain employed or engaged by the Company for the next 3 years and all the performance measures are met is as follows:

Director	Face Value of Performance Rights ($)
Ajanth Saverimutto	840,000
Matthew Banks	333,200
Total	1,173,200

The value of the Performance Rights may change as it depends on the future price of a Share.

(k) The Performance Rights to be issued to Messrs Banks and Saverimutto (and/or their respective nominee(s)) will be granted for nil consideration.No funds will be raised from the grant of the Performance Rights to Messrs Banks and Saverimutto (and/or their respective nominee(s)).

(l) The Performance Rights will be granted to Messrs Banks and Saverimutto (and/or their respective nominee(s)) under the Plan, a summary of which is detailed in Schedule 3.

(m) The Company notes that:

(i) details of any Equity Securities 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 Listing Rule 10.14; and

(ii) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

(n) Voting exclusion statements are included in the Notice for Resolutions 7 and 8.

9.4 Section 200B of the Corporations Act

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from a managerial or executive office, the Company must obtain Shareholder approval in the manner set out in section 200E of the Corporations Act.

Section 200B of the Corporations Act applies where the benefit is given to, among other persons, a person whose details were included in the Directors' Report for the previous financial year. The details of Messrs Banks and Saverimutto are included in the FY26 Director's Report of the Company.

The term "benefit" is open to a potentially wide interpretation and may include automatic, or accelerated, vesting of share-based payments for a person or the exercise of discretion to allow a person to maintain a benefit they would not otherwise be entitled to retain, on, or as a result of, retirement from their position of employment in a company.

The benefits for which approvals are being sought under Resolutions 7 and 8 include benefits that may result from the Board exercising the discretions conferred under the terms of the Plan. In particular, the Board will have the discretion to determine that, when Messrs Banks or Saverimutto cease to be an Eligible Participant by ceasing to be an officer or hold a managerial or executive office with the Company, some or all of the Performance Rights will not lapse at that time, will vest or that some or all of the vesting conditions will be waived, retained or will be exercised or converted into Shares.

For personal use only

One of the benefits for which approvals are sought under Resolutions 7 and 8 is the potential for Shares to be issued or transferred to Messrs Banks or Saverimutto (as applicable) upon the conversion of the Performance Rights as a result of the Board exercising a discretion to vest the Performance Rights as a termination benefit.

The Company is therefore seeking Shareholder approval under section 200B of the Corporations Act in connection with the potential vesting of the Performance Rights proposed to be granted to Messrs Banks and Saverimutto pursuant to Resolutions 7 and 8.

9.5 Specific information required by section 200E of the Corporations Act

The following additional information in relation to Resolutions 7 and 8 is provided to Shareholders for the purposes of section 200E of the Corporations Act:

(a) the amount or value of the benefit relating to the Performance Rights to be issued to Messrs Banks and Saverimutto (and/or their respective nominee(s)) which may arise in connection with their retirement from a managerial or executive office cannot be presently ascertained. However, matters, events and circumstances that will, or are likely to affect the calculation of that amount include:

(i) the number of Performance Rights held prior to ceasing employment;

(ii) the outstanding conditions (if any) of vesting of the Performance Rights and the number that the Board determines to vest, lapse or leave on foot;

(iii) the applicable performance measures and the achievement of such measures (and the personal performance of Messrs Banks and Saverimutto);

(iv) the portion of the relevant Performance Period for the Performance Rights that have expired at the time Messrs Banks or Saverimutto ceases to be employed or engaged by the Company;

(v) the circumstances of, or reasons for, ceasing employment with the Company;

(vi) the length of service with the Company and performance over that period of time;

(vii) any other factors that the Board determines to be relevant when exercising its discretion to provide potential retirement benefits of Messrs Banks and Saverimutto;

(viii) the market price of the Shares on ASX at the relevant time when the amount or value of the Performance Rights is determined;

(ix) any changes in law; and

(x) the risk-free rate of return in Australia and the estimated volatility of the Shares on ASX at the relevant time.

(b) The Company will likely calculate the value of the benefit at the relevant time based on the above factors and using the Black Scholes and Monte Carlo pricing models to value the Performance Rights.

9.6 Listing Rule 10.19

Shareholder approval for the benefits that may be given to Messrs Banks and Saverimutto (and/or their respective nominee(s)) by virtue of the vesting of the Performance Rights upon termination or cessation of the employment of Messrs Banks and Saverimutto are sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that may become payable to all officers

For personal use only

For personal use only

together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**). For the purposes of the Listing Rules, termination benefits include payments, property and advantages that are receivable on termination of engagement, which include the proposed issue of the Performance Rights.

Depending upon the value of the termination benefits associated with the Performance Rights (see Section 9.5) based on factors including the Board exercising its discretion to allow the Performance Rights to vest and/or be retained upon the termination or cessation of employment of Messrs Banks and Saverimutto and the equity interests of the Company at the time such benefits may crystallise, the value of the vested and/or retained Performance Rights may exceed the 5% Threshold. Accordingly, the Company is also seeking approval for the purposes of Listing Rule 10.19.

If Resolution 7 is passed, the Company will be able to provide termination benefits which may exceed the 5% Threshold to Mr Saverimutto (and/or his nominee(s)) by virtue of the issue of the Performance Rights and if applicable, any future conversion of the Performance Rights.

If Resolution 7 is not passed, the Company will not be able to provide termination benefits to Mr Saverimutto (and/or his nominee(s)) where those termination benefits along with the termination benefits payable to all officers together exceed the 5% Threshold.

If Resolution 8 is passed, the Company will be able to provide termination benefits which may exceed the 5% Threshold to Mr Banks (and/or his nominee(s)) by virtue of the issue of the Performance Rights and if applicable, any future conversion of the Performance Rights.

If Resolution 8 is not passed, the Company will not be able to provide termination benefits to Mr Banks (and/or his nominee(s)) where those termination benefits along with the termination benefits payable to all officers together exceed the 5% Threshold.

10 Resolution 9 – Ratification of Consideration Shares to Sayona Lithium Pty Ltd

10.1 General

On 6 August 2026, the Company announced that it had entered into an agreement (**Sayona Agreement**) with Sayona Lithium Pty Ltd (**Sayona**) a subsidiary of Elevra Limited (**Elevra**) to acquire the Pegmatite Rights over Exploration Licence 45/2364 from Sayona.

Pursuant to the Sayona Agreement, and as partial consideration under the transaction, the Company issued 22,662,890 Shares at $0.353 (**Consideration Shares**) to Sayona.

Resolution 9 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) to ratify the issue of 22,662,890 Consideration Shares under the Company's existing placement capacity under Listing Rule 7.1.

Resolution 9 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 9.

10.2 Listing Rules 7.1 and 7.4

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

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have

been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1. Therefore, Resolution 9 seeks Shareholder ratification for the issue of Consideration Shares under and for the purposes of Listing Rule 7.4 (and for all other purposes).

If Resolution 9 is passed, the issue of 22,662,890 Consideration Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 9 is not passed, the issue of 22,662,890 Consideration Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

10.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 9 is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) the Consideration Shares were issued to Sayona as part of the consideration for the acquisition of the Pegmatite Rights over Exploration Licence 45/2364, ratification of which is sought pursuant to Resolution 9;

(b) the 22,662,890 Consideration Shares issued to Sayona are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue;

(c) the Consideration shares were issued to Sayona on 6 August 2026;

(d) the 22,662,890 Consideration Shares were issued as part of the Consideration for the acquisition of the Pegmatite Rights over Exploration Licence 45/2364 and no funds are raised from the issue of the Shares;

(e) the Consideration Shares were issued pursuant to the Sayona Agreement under which the Company has purchased all rights, interests and obligations associated with E45/2364 from Elevra and under which Elevra will receive total consideration of $16 million and an ongoing royalty if the Company defines a pegmatite Mineral Resource on E45/2364, comprising the following:

    (i) $5 million in cash payable on completion;

    (ii) $8 million in Consideration Shares;

    (iii) a deferred cash payment of $3 million payable six months after the Company announces a completed feasibility study for the Tabba Tabba Project; and

    (iv) contingent cash payments of $0.70 per tonne for each tonne of pegmatite Mineral Resource announced by the Company within E45/2364; and

(f) a voting exclusion statement is included in the Notice.

10.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

For personal use only

11 Resolution 10 – Ratification of Consideration Shares to Attgold Pty Ltd

11.1 General

On 6 August 2026, the Company announced that it had entered into an agreement (**Attgold Agreement**) with Attgold Pty Ltd (**Attgold**) pursuant to which the Company has purchased all the legal and beneficial rights, title and interest in and to royalties from Attgold.

Pursuant to the Attgold Agreement, and as partial consideration under the transaction, the Company issued 708,215 Consideration Shares to Attgold at $0.353 in addition to a cash payment of $500,000.

Resolution 10 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.4 (and for all other purposes) to ratify the issue of 708,215 Consideration Shares under the Company's existing placement capacity under Listing Rule 7.1.

Resolution 10 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

11.2 Listing Rules 7.1 and 7.4

Refer to Section 10.2 for a summary of Listing Rules 7.1 and 7.4.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1. Therefore, Resolution 10 seeks Shareholder ratification for the issue of Consideration Shares under and for the purposes of Listing Rule 7.4 (and for all other purposes).

If Resolution 10 is passed, the issue of 708,215 Consideration Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 10 is not passed, the issue of 708,215 Consideration Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

11.3 Specific information required by Listing Rule 7.5

The following information in relation to Resolution 10 is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) the Consideration Shares were issued to Attgold as partial consideration for the acquisition of the royalties, ratification of which is sought pursuant to Resolution 10;

(b) the 708,215 Consideration Shares issued to Attgold are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(c) the Consideration Shares were issued to Attgold on 6 August 2026;

(d) the 708,215 Consideration Shares were issued as part of the Consideration for the acquisition of the royalties and no funds are raised from the issue of the Shares;

(e) the Consideration Shares were issued pursuant to the Attgold Agreement under which the Company has acquired legal and beneficial rights, title and interest in and to

For personal use only

For personal use only

royalties from Attgold under which Attgold will receive total consideration of $750,000 comprising the following:

(i) $500,000 cash payment payable on completion; and

(ii) $250,000 in Consideration Shares; and

(f) a voting exclusion statement is included in the Notice.

11.4 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

12 Resolution 11 – Ratification of prior issue of Placement Shares

12.1 General

On 21 September 2026, the Company announced that it had received firm commitments to raise $60 million through an institutional placement via the issue of 196,721,312 Shares (**Placement Shares**) in the following two tranches:

(a) 183,606,558 Shares at an issue price of $0.305 per Share pursuant to the Company's existing Listing Rule 7.1 capacity (**Tranche 1 Placement Shares**); and

(b) 13,114,754 Shares at an issue price of $0.305 per Share issued subject to Shareholder approval (**Tranche 2 Placement Shares**),

(together, the **Placement**).

Refer to the Company's announcement on 21 September 2026 for further details on the Placement.

The Tranche 1 Placement Shares were issued on 28 September 2026.

The investors who participated in the Placement comprised institutional investors identified by the Company and the joint lead managers to the Placement, Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited (together, the **Joint Lead Managers**).

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.4 and for all other purposes to approve and ratify the allotment and prior issue of 183,606,558 Tranche 1 Placement Shares issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 11 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 11.

12.2 Listing Rules 7.1 and 7.4

Refer to section 10.2 for a summary of Listing Rules 7.1 and 7.4.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain prior Shareholder approval under Listing Rule 7.1 (or Listing Rule 7.1A). To this end, Resolution 11 seeks Shareholder approval to the issue of the Tranche 1 Placement Shares, including under and for the purposes of Listing Rule 7.4.

If Resolution 11 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, respectively, effectively increasing the

number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 11 is not passed, the Placement Shares will be included in calculating the Company's 15% Placement Capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

12.3 Information required by Listing Rule 7.5

The following information in relation to Resolution 11 is provided to Shareholders for the purposes of Listing Rule 7.5:

(i) 183,606,558 Tranche 1 Placement Shares were issued to institutional investors identified by the Joint Lead Managers to participate in the Placement and none of the participants in the Placement who were, or will be, issued Placement Shares are related parties of the Company, members of the Company's key management personnel, a substantial shareholder in the Company or an adviser to the Company or an associate of those persons;

(ii) the Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company and rank equally in all respects with all fully paid ordinary shares previously issued by the Company;

(iii) the Tranche 1 Placement Shares were issued on 28 September 2026;

(iv) the Tranche 1 Placement Shares were issued at an issue price of $0.305 per Placement Share, raising a total of $56 million (before costs);

(v) funds raised from the issue of Tranche 1 Placement Shares are intended to be used to advance the Tabba Tabba Project, including front-end engineering and design of the process plant, road and village development, site establishment and planning for long-lead item procurement and continuing to convert Bolt Cutter into a resource. Funds will also support regional exploration, broader construction-readiness activities, general working capital and the costs of the Placement (but noting the discretion for the Board to reallocate funds if it deems necessary);

(vi) the Tranche 1 Placement Shares were issued pursuant to subscription letters where investors agreed to subscribe for the Tranche 1 Placement Shares at an issue price of $0.305 per Share; and

(vii) a voting exclusion statement is included in this Notice of Meeting for Resolution 11.

12.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 11.

13 Resolution 12 – Approval of issue of Placement Shares

13.1 General

Refer to Section 12.1 for a summary of the key details of the Placement.

Resolution 12 seeks Shareholder approval pursuant to Listing Rule 7.1 and for all other purposes to issue and allot 13,114,754 Tranche 2 Placement Shares to certain institutional investors identified by the Joint Lead Managers pursuant to the Company's 15% Placement Capacity under Listing Rule 7.1.

The effect of this Resolution is for Shareholders to approve the issue of these Tranche 2 Placement Shares to fall within an exception to ASX Listing Rule 7.1, which will allow the

For personal use only

Company to issue the Tranche 2 Placement Shares without using the Company's 15% Placement Capacity under Listing Rule 7.1.

Resolution 12 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 12.

13.2 Listing Rule 7.1

Refer to Section 10.2 for a summary of Listing Rule 7.1.

The issue of Tranche 2 Placement Shares to the participants in the Placement does not fall within any of the exceptions to Listing Rule 7.1 (and it exceeds the 15% Placement Capacity) and therefore, is conditional upon Shareholder approval as sought pursuant to Resolution 12.

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares pursuant to that Resolution to the participants in the Placement (and/or their respective nominee(s)) and raise approximately $4 million.

If Resolution 12 is not passed, the issue of Tranche 2 Placement Shares pursuant to that Resolution, will not be able to proceed, the $4 million will not be raised and the Company will consider alternative means of raising funds.

13.3 Information required by Listing Rule 7.3

The following information in relation to Resolution 12 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) the Tranche 2 Placement Shares will be issued to institutional investors identified by the Joint Lead Managers to participate in the Placement and none of the participants in the Placement who were, or will be, issued Placement Shares are related parties of the Company, members of the Company's key management personnel, a substantial shareholder in the Company or an adviser to the Company or an associate of those persons;

(b) the maximum number of Tranche 2 Placement Shares to be issued to non-related parties of the Company is 13,114,754 fully paid ordinary shares;

(c) the Shares will be fully paid on issue and rank equally in all respects with all existing fully paid ordinary shares previously issued by the Company;

(d) the Company expects that the Tranche 2 Placement Shares the subject of this Resolution will be issued within 5 Business Days of the Meeting, and in any event by no later than 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion);

(e) the Tranche 2 Placement Shares were offered at an issue price of $0.305 per Share to raise $4 million (before costs), subject only to Shareholders approving this Resolution 12;

(f) funds raised from the issue of Tranche 2 Placement Shares are intended to be used to advance the Tabba Tabba Project, including front-end engineering and design of the process plant, road and village development, site establishment and planning for long-lead item procurement and continuing to convert Bolt Cutter into a resource. Funds will also support regional exploration, broader construction-readiness activities, general working capital and the costs of the Placement (but noting the discretion for the Board to reallocate funds if it deems necessary);

(g) the Tranche 2 Placement Shares are to be issued pursuant to subscription letters where investors agree to subscribe for the Tranche 2 Placement Shares at an issue price of $0.305 per Share; and

For personal use only

(h) a voting exclusion statement is included in this Notice of Meeting for Resolution 12.

13.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 12.

14 Resolution 13 – Approval of 10% Placement Facility

14.1 General

Refer to Section 10.2 for a summary of the 15% Placement Capacity.

Listing Rule 7.1A enables an Eligible Entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that as at the date of the annual general meeting is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company may be an eligible entity at the time of the Meeting and to provide flexibility to the Company has included Resolution 13 in this Notice. If the Company is not an eligible entity at the date of the Meeting, this Resolution 13 will not be put before the meeting.

The Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 14.2(c)).

If Resolution 13 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 13 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 13 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 13.

14.2 Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares.

(c) **Formula for calculating 10% Placement Facility**

For personal use only

For personal use only

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

(A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

(II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;

(C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(I) the agreement was entered into before the commencement of the relevant period; or

(II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4;

(D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;

(E) plus the number of partly paid ordinary shares that became fully paid in the relevant period; and

(F) less the number of Shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 1,594,537,897 Shares and therefore has a capacity to issue:

(i) 239,189,684 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 13, 159,453,789 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 14.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the date of the entity's next annual general meeting; or

(iii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

14.3 Effect of Resolution

The effect of Resolution 13 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under Listing Rule 7.1.

14.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 13 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

For personal use only

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

(d) The table also shows:

(i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.16 **50% decrease in Issue Price**	**$0.32** **Issue Price**	**$0.48** **50% increase in Issue Price**
Current Variable A **1,594,537,897 Shares**	**10% Voting Dilution**	**159,453,790** Shares	**159,453,790** Shares	**159,453,790** Shares
	Funds raised	$25,512,606	$51,025,213	$76,537,820
50% increase in current Variable A **2,391,806,846 Shares**	**10% Voting Dilution**	**239,180,685** Shares	**239,180,685** Shares	**239,180,685** Shares
	Funds raised	$38,268,910	$76,537,820	$114,806,729
100% increase in current Variable A **3,189,075,794 Shares**	**10% Voting Dilution**	**318,907,579** Shares	**318,907,579** Shares	**318,907,579** Shares
	Funds raised	$51,025,213	$102,050,425	$153,075,638

The table has been prepared on the following assumptions:

(iii) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;

For personal use only

(iv) no Options (including any Options issued under the 10% Placement Facility) or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities;

(v) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;

(vi) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;

(vii) the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1;

(viii) the issue of Equity Securities under the 10% Placement Facility consists only of Shares; and

(ix) the issue price is $0.32, being the closing price of Shares on ASX on 23 September 2026.

(e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 13 for the issue of the Equity Securities will cease to be valid on the earlier of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

(ii) the time and date of the entity's next annual general meeting; or

(iii) the time and date that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards:

(i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);

(ii) exploration expenditure of the Company's current assets and projects;

(iii) the development of the Company's current business; and

(iv) general working capital.

(g) The Company will comply with the disclosure obligations under Listing Rules 3.10.3 and 7.1A.4 upon issue of any Equity Securities.

(h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

For personal use only

(i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

(j) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 6 November 2023.

(k) In the 12 months preceding the date of the Meeting, the Company did not issue Equity Securities pursuant to Listing Rule 7.1A.2.

(l) A voting exclusion statement is included in the Notice for Resolution 13.

(m) At the date of the Notice, the Company is not proposing to make an issue of the Equity Securities and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

14.5 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 13.

For personal use only

For personal use only

Schedule 1

Definitions

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

$ means Australian Dollars.

5% Threshold has the meaning given in Section 9.6.

15% Placement Capacity has the meaning given in Section 10.2.

10% Placement Facility has the meaning given in Section 14.1.

10% Placement Period has the meaning given in Section 14.2.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2026.

Article means an article of the Constitution.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ATSR Measure has the meaning given in 5(e) of Schedule 2.

Attgold means Attgold Pty Ltd (ACN 063 807 429).

Attgold Agreement has the meaning given in Section 11.1.

Award means an award in the form of Equity Security to be issued pursuant to the Plan.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chairperson means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Wildcat Resources Limited (ACN 098 236 938).

Consideration Share has the meaning given to that term in Section 10.1.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity has the same meaning as in the Listing Rules.

Eligible Participant means a person that:

(a) is a "primary participant" (as defined in section 1100L(1)(a) of the Corporations Act) in relation to the Company or a Related Body Corporate); or

(b) has been determined by the Board to be eligible to participate in an employee incentive scheme from time to time.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Joint Lead Managers means Canaccord Genuity (Australia) Limited and Euroz Hartleys Limited.

JORC Code means the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves, 2012 Edition.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Mineral Resource has the meaning given to that term in the JORC Code.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for a Share.

Ore Resource Growth Measure has the meaning given in paragraph 5(e) of Schedule 2.

Peer Group has the meaning given in paragraph 5(e) of Schedule 2.

Performance Right means a right to be issued a Share on the satisfaction of a specified vesting condition.

Placement has the meaning given in Section 12.1.

Proxy Form means the proxy form attached to the Notice.

Related Body Corporate has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

RTSR Measure has the meaning given in 5(e) of Schedule 2.

Sayona means Sayona Lithium Pty Ltd (ACN 010 661 506).

Sayona Agreement has the meaning given in Section 10.1.

Section means a section of this Explanatory Memorandum.

For personal use only

Securities Incentive Plan means the securities incentive plan adopted by Shareholders on 29 November 2024.

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

Shareholder means a registered holder of a Share.

Strike has the meaning given in Section 4.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Shares has the meaning given in Section 12.1.

Tranche 2 Placement Shares has the meaning given in Section 12.1.

VWAP means volume weighted average price.

For personal use only

For personal use only

Schedule 2

Terms and Conditions of Performance Rights

The performance rights (**Performance Rights**) will be granted pursuant to the Plan and will be subject to the terms and conditions of the Plan. If there is any inconsistency or conflict between the terms in this Schedule 2 and the Plan, then the terms in this Schedule 2 shall prevail.

The Performance Rights are subject to the following terms and conditions:

1 Grantor

The grantor of the Performance Rights is the Company.

2 Entitlement

Each Performance Right entitles the holder (**Holder**) to subscribe for and be issued with one Share, on and subject to these terms and conditions.

3 No payment on grant

The Holder is not required to pay any amount to the Company for the grant of a Performance Right or any issue of Shares thereunder.

4 Term and Expiry

(a) Each Performance Right will come into effect on the date of issue (**Grant Date**) and each Performance Right that is not exercised will expire on the earlier of:

(i) the date that is five years from the Grant Date (**Expiry Date**);

(ii) the Performance Right is cancelled in accordance with its terms;

(iii) a Vesting Condition is not satisfied within the Performance Period; or

(iv) the Board determines (acting reasonably) that it is impossible for the Vesting Condition for that Performance Right to be met.

(b) If the Holder is prohibited from exercising vested Performance Rights under any applicable law on or in the 10 Business Days before the Expiry Date, the Expiry Date for the Performance Rights is automatically extended to the date that is five Business Days after the Holder is no longer prohibited under any applicable law from exercising the Performance Rights.

5 Vesting Conditions

(a) The Performance Rights are subject to the following conditions, each of which constitutes a **Vesting Condition**:

(b) **Mr Matthew Banks**

Number	Vesting Conditions
653,333	Subject to: (a) the continuous service of Mr Matthew Banks as an eligible employee of the Company from the Grant Date until at least 30 June 2029 (the **Performance Period**); (b) satisfaction of the applicable Performance Measure(s); and (c) any other conditions contained within the Plan are met or waived (as applicable).

(c) **Mr Ajanth Saverimutto**

Number	Vesting Conditions
1,647,059	Subject to: (a) the continuous service of Mr Ajanth Saverimutto as an eligible employee of the Company from the Grant Date until at least 30 June 2029 (the **Performance Period**); (b) satisfaction of the applicable Performance Measure(s); and (c) any other conditions contained within the Plan are met or waived (as applicable).

(d) As soon as practicable after the end of the Performance Period, the Board will determine the extent to which the Vesting Conditions have been satisfied. The Performance Rights will vest and become exercisable by the Holder on the date of that determination (**Vesting Date**), in the proportions determined in accordance with this paragraph 5 for each Performance Measure. Any Performance Rights that do not vest on the Vesting Date will lapse in accordance with paragraphs 4 and 7.

(e) In this paragraph 5:

(i) **Performance Measure** means each of the following key performance indicators (**KPIs**), which apply to the following proportions of the Performance Rights:

LTI	KPIs	Target %
LTI1	Relative Total Shareholder Return (**RTSR**)	35%
LTI2	Absolute Total Shareholder Return (**ATSR**)	35%
LTI3	Ore Resource Growth	30%

(ii) RTSR Measure means the KPI, being the relative Total Shareholder Return (**TSR**) in respect of the Performance Period. The TSR is calculated as the change in the underlying share price of the company plus any dividends paid or capital returns, expressed as a percentage change from the 5-day VWAP of each company's (selected for the RTSR Measure) (each a member of the **Peer**

For personal use only

Group) share price ending 30 June 2026 to the 5-day VWAP of that share price ending 30 June 2029;

(iii) The Peer Group comprises the following companies (which may be changed by the Board from time to time following the annual review of the Peer Group by the Remuneration and Nomination Committee):

Company	Code	Securities Exchange
PLS Group Limited	PLS	ASX
Liontown Limited	LTR	ASX
Sigma Lithium	SGML	ASX
Elevra Lithium Limited	ELV	ASX
PMET Resources Inc	PMT	ASX
Core Lithium Ltd	CXO	ASX
European Lithium	EUR.AX	ASX
Q2 Metals Corp	QTWO	TSX
Li-Ft Power Limited	LIFT.V	TSX.V
Savannah Resources	SAV.L	AIM
Lithium Ionic Corp.	LTH	TSX
Atlas Lithium	ATLX	NASDAQ
Frontier Lithium	FL.V	TSX-V
Delta Lithium Limited	DLI	ASX
Kodal Minerals	KOD.L	AIM
Global Lithium Resources Limited	GL1	ASX

(iv) The proportion of Performance Rights to which the RTSR Measure applies (being 35% of the total number of Performance Rights) that vest is dependent on the Company's TSR compared to the TSR of the Peer Group over the Performance Period as follows:

Relative TSR Over the Vesting and Measurement Period	Proportion of Performance Rights Vested
Below the 50th percentile	0%
At the 50th percentile	50%
Between the 50th and 75th percentile	Pro rata between 50% and 100%
At and above the 75th percentile	100%

For personal use only

(v) **ATSR Measure** means the key performance indicator, being the Company's absolute Total Shareholder Return (**ATSR**) in respect of the Performance Period, measured by comparing the 30-day VWAP of Shares as at 1 July 2026 to the 30-day VWAP of Shares as at 30 June 2029, expressed as a percentage change.

(vi) The proportion of Performance Rights to which the ATSR Measure applies (being 35% of the total number of Performance Rights) that vest is dependent on the Company's ATSR over the Performance Period as follows:

Absolute TSR Over the Performance Period	Proportion of Performance Rights Vested
Less than 50%	0%
50%	50%
Between 50% and 100%	Pro rata between 50% and 100%
Greater than 100%	100%

(vii) **Ore Resource Growth Measure** means the key performance indicator, being the percentage growth in the Company's Mineral Resources and Ore Reserves (each as defined in the JORC Code) over the Performance Period, measured by reference to the Company's published Annual Mineral Resource and Ore Reserve Statements at the beginning and at the end of the Performance Period.

(viii) The proportion of Performance Rights to which the Ore Resource Growth Measure applies (being 30% of the total number of Performance Rights) that vest is dependent on the Company's resource growth over the Performance Period as follows:

Ore Resource Growth Over the Performance Period	Proportion of Performance Rights Vested
Below 0% growth	0%
Between 0% and 25% growth	50%
Between 25% and 50% growth	Pro rata between 50% and 100%
Greater than 50% growth	100%

6 Exercise of Performance Rights

(a) At any time after the Vesting Date until the Expiry Date, the Holder may issue a written exercise notice (**Exercise Notice**) to the Company specifying how many vested Performance Rights he wishes to exercise.

(b) Following the issuing of a valid Exercise Notice by the Holder, the Company must allot and issue, or transfer, the number of Shares for which the Holder is entitled to acquire as a result of exercising his vested Performance Rights, in accordance with paragraph 8.

For personal use only

7 Lapse of Performance Rights

7.1 **Definitions**

In this paragraph 7:

(a) **Bad Leaver** means the Holder ceases employment or engagement with the Company and does not meet the Good Leaver criteria;

(b) **Good Leaver** means the Holder ceases employment or engagement with the Company in any of the following circumstances:

(i) the Holder and Board have agreed in writing that the Holder has entered into bona fide retirement;

(ii) the Holder and the Board have agreed in writing that the Holder's role has been made redundant;

(iii) the Holder is resigning after at least two years of service to the Company;

(iv) the Holder's role has been terminated without cause, including prior to the Commencement Date;

(v) the Board has determined that:

(A) Special Circumstances apply to the Holder; or

(B) the Holder is no longer able to perform his duties under his engagement or employment arrangements with the Company due to poor health, injury or disability;

(vi) the Holder's death; or

(vii) any other circumstance determined by the Board in writing.

(c) **Nominated Beneficiary** means the Holder's beneficiary, personal representative or successor in title.

(d) **Special Circumstances** means the total and permanent disablement of the Holder such that the Holder is unlikely ever to engage in any occupation for which the Holder is reasonably qualified by education, training or experience.

7.2 **Where Performance Rights lapse**

Subject to paragraph 7.3 or the Board deciding otherwise in its absolute discretion, the Performance Rights shall automatically lapse and be cancelled for no consideration on the earliest to occur of the following:

(a) in respect of any unvested Performance Rights, on the date the Holder ceases employment or engagement with the Company for any reason, including where the Holder is a Bad Leaver in accordance with paragraph 7.4;

(b) on the Vesting Date, in respect of any Performance Rights that do not vest because the applicable Vesting Conditions have not been satisfied (or have not been satisfied in full);

(c) if the Board determines in its reasonable opinion that the applicable Vesting Conditions have not been met or cannot be met prior to the Expiry Date; or

(d) the Expiry Date.

For personal use only

7.3 **Good Leaver**

(a) Subject to paragraph 7.3(b), where the Holder becomes a Good Leaver, the Holder will be entitled to keep their vested Performance Rights and any unvested Performance Rights will lapse on the date of cessation, except in limited circumstances approved by the Board on a case-by-case basis, in which case the Board may at any time, in its sole and absolute discretion, do one or more of the following:

(i) permit unvested Performance Rights held by the Good Leaver to vest; or

(ii) permit such unvested Performance Rights held by the Good Leaver or his nominee(s) to continue to be held by the applicable holder, with the Board having the discretion to amend the Vesting Conditions.

(b) Where the Holder is a Good Leaver due to a Special Circumstance, the Nominated Beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.

7.4 **Bad Leaver**

Where the Holder becomes a Bad Leaver, unless the Board determines otherwise, in its sole and absolute discretion, all unvested Performance Rights will lapse.

7.5 **Discretion of Board**

The Board may decide to allow the Holder to retain any Performance Rights regardless of any failure by the Holder to satisfy in part or in full the Vesting Conditions in which case, the Board may:

(a) determine that any or all of those retained Performance Rights shall vest and the corresponding Shares shall be provided to the Holder; or

(b) determine new Vesting Conditions (as applicable) for those retained Performance Rights and notify the Holder of the determination as soon as practicable.

7.6 **Determination Whether to Exercise Discretion**

The Board may have regard to whatever matters it thinks reasonable when making a decision about the matters in paragraph 7.5 with respect to the Holder.

8 Timing of the Issue of Shares and Quotation

(a) Following receipt of an Exercise Notice, within five Business Days after the later of the following:

(i) the receipt of the Exercise Notice; and

(ii) when excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

(iii) allot and issue the Shares the subject of the Exercise Notice;

(iv) as soon as reasonably practicable and if applicable, 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

For personal use only

(v) if the Company is listed on ASX, apply for official quotation of Shares issued pursuant to the vesting of the Performance Rights.

(b) The Shares issued upon exercise of a Performance Right will rank equally in all respects with the Company's fully paid ordinary shares then on issue.

9 Reorganisation

If there is any reorganisation of the issued share capital of the Company, the terms of Performance Rights and the rights of the Holder who holds such Performance Rights will be varied, including an adjustment to the number of Performance Rights, in accordance with the Listing Rules that apply to the reorganisation at the time of the reorganisation.

10 Holder Rights

The Holder who holds Performance Rights is not entitled to:

(a) notice of, or to vote or attend at, a meeting of the Shareholders;

(b) receive any dividends declared by the Company;

(c) participate in any new issues of securities offered to Shareholders during the term of the Performance Rights, or

(d) cash for the Performance Rights or any right to participate in surplus assets of profits of the Company on winding up,

unless and until the Performance Rights are satisfied and the Holder holds Shares.

11 Pro Rata Issue of Securities

(a) If during the term of any Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, the Holder shall not be entitled to participate in the rights issue in respect of any Performance Rights, only in respect of Shares issued in respect of vested Performance Rights.

(b) The Holder will not be entitled to any adjustment to the number of Shares they are entitled to or adjustment to any Vesting Conditions which is based, in whole or in part, upon the Company's share price, as a result of the Company undertaking a rights issue.

12 Adjustment for Bonus Issue

If, during the term of any Performance Right, securities are issued pro rata to Shareholders by way of bonus issue, the number of Shares which the Holder is entitled to receive when they exercise the Performance Right, shall be increased by that number of securities which the Holder would have been issued if the Performance Rights then held by the Holder had been validly exercised and the resulting Shares had been held immediately prior to the record date for the bonus issue.

13 Change of Control

(a) For the purposes of these terms and conditions, a **Change of Control Event** occurs if:

(i) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a

For personal use only

proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;

(ii) a Takeover Bid:

(A) is announced;

(B) has become unconditional; and

(C) the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;

(iii) any person acquires a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares by any other means; or

(iv) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.

(b) Where a Change of Control Event has (i) occurred or (ii) been announced by the Company, all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Vesting Conditions have been satisfied.

(c) **Takeover Bid** and **Relevant Interest** have the meaning given to those terms under section 9 of the Corporations Act.

14 Quotation

The Company will not seek official quotation of any Performance Rights.

15 Performance Rights Not Property

The Holder's Performance Rights are personal contractual rights granted to the Holder only and do not constitute any form of property.

16 No Transfer of Performance Rights

A Performance Right is not transferable.

17 Tax Liability

Subdivision 83A-C of the *Income Tax Assessment Act 1997*, which enables tax deferral on performance rights, will apply (subject to the conditions in that Act) to the Performance Rights.

For personal use only

For personal use only

Schedule 3

Summary of Securities Incentive Plan

A summary of the key terms of the Securities Incentive Plan is set out below:

Term	Description
Eligibility	The Board has the discretion to determine which "Eligible Participants" can participate in the Securities Incentive Plan ("Plan"), and the number and type of Awards that they will be offered. Eligible Participants are any existing or prospective full-time or part-time employee, casual employee, director or individual service providers of the Company or any of its subsidiaries who are declared by the Board to be eligible to receive grants of Awards under the Plan.
Awards	Under the Plan the Company can grant Options, Performance Rights and Shares (including loan shares) as incentives ("Awards"). The Board has the discretion to set the terms and conditions on which it will offer Awards under the Plan.
Invitation and Application Form	The Board may, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Awards upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines ("Invitation"). On receipt of an Invitation, an Eligible Participant (or their permitted nominee) may apply for the Awards the subject of the Invitation by providing a completed application form to the Company (which may be online) together with any other required ancillary documentation. The Board may accept an application from an Eligible Participant or permitted nominees in its discretion. In the event of any inconsistency between the Plan and a specific Invitation, the specific Invitation prevails. This can be used to modify the application of the Plan where necessary in specific circumstances.
Conditions to acquisition of Awards	The acquisition of Awards is conditional on compliance with all applicable legislation, stock exchange rules and the Constitution, and receipt of any necessary approvals required under applicable legislation, stock exchange rules, contractual agreements and the Constitution.
Cap on certain Invitations	Where an Invitation for Awards that require cash consideration to be paid either on issue or exercise (eg an option with an exercise price) is proposed to be made and the Company wishes to rely on the employee share scheme provisions in Division 1A of Part 7.12 of the Corporations Act ("ESS Provisions"), and the offer is not being made to an exempt investor under section 708 of the Corporations Act, the Company must reasonably believe, when making such an Invitation, that the Invitation will not result in the Company breaching the cap imposed by the ESS Provisions.
Acquisition Price for Awards	The grant of Awards under the Plan may be subject to the payment of an acquisition price by the Participant as determined by the Board, or otherwise Awards may be granted at no cost to the Participant. The

Term	Description
	acquisition price in respect of a loan share is the Market Value of that loan share.
Loans	The Board may, if an Eligible Participant is invited to apply for Shares under the Plan, invite the Eligible Participant to apply for a loan to fund the acquisition price of the Shares on the terms and conditions set out in the loan agreement provided to the Eligible Participant with the Invitation. Unless expressly provided otherwise in an Invitation, a loan agreement in respect of loan shares must be between the Company (or any other entity nominated by the Company) and the Eligible Participant who is to acquire the loan shares. The loan agreement also allows the Company to take security over any loan shares.
Exercise Price of Convertible Securities	The exercise price of Options or Performance Rights (together, "Convertible Securities") may be determined by the Board, or otherwise may be exercised at no cost to the Participant.
Expiry Date of Convertible Securities	Convertible Securities which have not been exercised by the date 5 years from the date of grant of the Convertible Securities, or such other expiry date determined by the Board and specified in the invitation ("Expiry Date"), will lapse unless the Board determines otherwise.
Nature of Convertible Securities	Each Convertible Security will entitle its holder to subscribe for and be issued or transferred, one Share (upon vesting and exercise of that Convertible Security) unless the Plan or an applicable Invitation otherwise provides. See below in relation to a cash payment alternative. A Convertible Security does not entitle the Participant to: (i) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (ii) receive any dividends of the Company, whether fixed or at the Directors' discretion; (iii) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; (iv) any right to participate in the surplus profits or assets of the Company upon a winding up; or (v) participate in new issues of Securities such as bonus issues or entitlement issues.
Vesting and exercise of Convertible Securities	The Board may determine that Convertible Securities will be subject to performance, service, or other conditions which must be satisfied or waived before the Convertible Securities vest and are exercisable (either at the holder's election or automatically) ("Vesting Conditions") and, if so, must specify those Vesting Conditions in the invitation to each Eligible Participant. The Board may, at its discretion, amend or waive any Vesting Conditions attaching to Convertible Securities at any time, subject to applicable law

For personal use only

Term	Description
	and stock exchange rules (which may require a rule waiver and shareholder approval). Specific invitations can provide that Vesting Conditions are automatically waived in full or pro rata in certain circumstances, for example a person ceasing employment other than for cause, or on a Change of Control. Convertible Securities which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board. Following the valid exercise of a Convertible Security, the Company will issue or arrange the transfer of a Share to the Participant. Alternatively, if provided for by an Invitation, the Board may determine to make a cash payment equal to the Market Value of a Share as at the date the Convertible Security is exercised less, in respect of an Option, any Option Exercise Price, and any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of any cash payment. For the avoidance of doubt, if the Vesting Conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Cashless Exercise Facility	The Board may, in its discretion, where Market Value is higher than the exercise price of vested Options, permit a Participant not pay the exercise price for exercised Options and instead be issued that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) ("Cashless Exercise Facility").
Disposal of Convertible Securities	Except as otherwise provided for by the Plan, an Invitation, the ASX Listing Rules or required by law, a Convertible Security may only be disposed: (i) with the consent of the Board (which may be withheld in its discretion) in special circumstances, being: (A) ceasing to be an Eligible Participant due to death or total or permanent disability, or retirement or redundancy; (B) severe financial hardship; or (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant Invitation; or (ii) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy or under the law relating to mental health.
Shares as an Award or on vesting of	Shares granted under the Plan or issued or transferred on the exercise of Convertible Securities will rank equally in all respects, and carry the same

For personal use only

For personal use only

Term	Description
Convertible Securities	rights and entitlements, as other issued Shares, including dividend and voting rights.
Restricted Shares	(i) Subject to the Plan, Shares can be made subject to a restriction condition and/or a restriction period, either of which prohibit disposal until satisfied or waived at the Board's discretion (unless an Invitation otherwise provides). (ii) Subject to the Plan, the Board may, at its discretion, waive or amend any restriction condition or restriction period applying to a Share at any time in whole or in part, subject to applicable law and stock exchange rules. (iii) Subject to the Plan, if a restriction condition is not met (and is not waived), the Company may, amongst other remedies, buyback and cancel the Shares for such consideration as determined by the Board (which may be nil), sell the Shares for at least 80% of Market Value, or declare the Shares to be forfeited and, where held by a trustee, for the Shares to return to the unallocated pool or to be allocated to a different Participant. (iv) A Share that is subject to a restriction period is not at risk of buyback/sale/forfeiture, it is just unable to be disposed of during the Restriction Period. (v) Loan shares are subject to a restriction condition that the loan balance in respect of those loan shares is repaid in accordance with the applicable loan agreement. Where this restriction condition is not met (and is not waived), and the loan shares are divested: (A) any proceeds of the divestiture must first be used to repay that part of the outstanding loan balance attributable to those loan shares; (B) to the extent the proceeds (if any) are less than the loan balance attributable to those loan shares, the Company will accept that repayment in full satisfaction of (and the Participant will not have any further obligations with respect to) that proportion of their loan balance relating to those loan shares; and (C) to the extent that the proceeds are greater than the loan balance attributable to those loan shares, if the divesture has occurred due to a failure by the Participant to repay the loan balance in accordance with the loan agreement, the Participant will be entitled to retain the excess amount (less any divestment costs and withholdings), and in all other circumstances, the Company will be entitled to retain the excess amount unless the Board determines otherwise.
Forfeiture/lapse of Awards	Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and a Convertible Security will lapse, in certain circumstances including:

Term	Description
	(i) in the case of a Convertible Security: (A) where the Board determines that any Vesting Condition applicable to the Convertible Security cannot be satisfied (and is not waived); or (B) on the Expiry Date applicable to the Convertible Security; (ii) in certain circumstances if the Eligible Participant leaves (ie ceases to be an Eligible Participant). See 'Ceasing to be an Eligible Participant' below; (iii) if the Board determines that the Award is liable to clawback (see 'Misconduct and Clawback' below); and (iv) where the Participant purports to dispose of the Award or enter any arrangement in respect of the Award, in breach of any disposal or hedging restrictions.
Participation and anti-dilution rights of Convertible Securities	Convertible Securities do not confer the right to participate in new issues of Shares or other securities in the Company. Subject to the ASX Listing Rules, the Plan provides for adjustments to be made to the number of Shares which a Participant would be entitled on a reorganisation of capital. If an Invitation provides, the number of Shares acquired on exercise of Convertible Securities and/or the exercise price (if any) of the Convertible Securities can be adjusted, in accordance with stock exchange rules, in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment).
Restrictions on Disposals or Awards	Convertible Securities and restricted shares may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, except in special circumstances. Participants must not enter any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Convertible Securities or restricted shares.
Quotation of Awards	Awards, except Shares, will not be quoted on a stock exchange. The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.
Ceasing to be an Eligible Participant	Subject to the Plan and an Invitation providing otherwise, upon a relevant person ceasing to be an Eligible Participant: (i) any unvested Convertible Securities acquired under the Plan will lapse unless the Board: (A) exercises its discretion to waive any Vesting Conditions that apply to the Convertible Securities; or

For personal use only

Term	Description
	(B) in its discretion, resolves to allow the unvested Convertible Securities to remain on foot and subject to any Vesting Conditions after the relevant person ceases to be an Eligible Participant (which resolution may be made before or after the relevant person ceases to be an Eligible Participant); (ii) the Board, in its discretion, may resolve that any vested Convertible Securities acquired by the relevant person or their Nominee under the Plan must be exercised within one (1) month (or such later date as the Board determines) of the date the relevant person ceases to be an Eligible Participant. If the Convertible Security is not exercised within that period, the Board may resolve, in its discretion, that the Convertible Security lapses as a result; and (iii) the Company may buy back and cancel, sell, or declare to be forfeited any Shares acquired by the relevant person or their nominee under the Plan that are subject to an unsatisfied restriction condition that is not waived by Board. Specific Invitations can vary the above arrangements (eg to allow for full or partial vesting for good leavers unless the Board resolves otherwise). The template Invitation at the back of the Plan provides alternative wording to achieve this.
Change of Control	Subject to the Plan and an Invitation providing otherwise, if a Change of Control occurs, or the Board determines that such an event is likely to occur, the Board may, in its discretion, determine the manner in which any or all of a Participant's Awards will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the Change of Control. Specific Invitations can provide vary the above arrangements (eg to allow for full or partial vesting on a Change of Control unless the Board resolves otherwise). The template Invitation at the back of the Plan provides alternative wording to achieve this.
Misconduct and Clawback	If the Board becomes aware of a material misstatement in the Company's financial statements, that a Participant has committed an act of fraud, negligence or gross misconduct or failed to comply with any restrictive covenant or that some other event has occurred which, as a result, means that a Participant's Award should be reduced or extinguished, or should not vest, then the Board may claw back or adjust any such Award at its discretion to ensure no unfair benefit is derived by the Participant.
Trust	The Company may establish an employee share trust for the purposes of the Plan.
Definitions	"**Market Value**" means: • for a Share:

For personal use only

Term	Description

- where the Company is listed on a stock exchange, the VWAP for Shares traded on the applicable stock exchange during the 5 most recent trading days on which Shares were traded up to but not including the day on which the Market Value is to be determined or, in relation to loan shares, as otherwise determined in accordance with Division 83A of the Tax Act;

- otherwise, the most recent cash or cash equivalent price at which Shares were issued or sold for valuable consideration in a bona fide, arms' length transaction (not being Shares issued under this Plan) as determined by the Board acting reasonably and in good faith; and

- for a Convertible Security, the fair market value of the Convertible Securities as determined by application of a valuation methodology approved by the Board, acting reasonably and in good faith, such valuation being no more than twelve (12) months old as at the date the Market Value is to be determined.

"**Change of Control**" means:

- a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;

- a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or

- in any other case, an entity obtains Voting Power in the Company of at least 50.1% other than as a result of a Reconstruction of the Company.

For personal use only

Proxy Voting Form

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

Wildcat Resources Limited | ABN 65 098 236 938

For personal use only

SAMPLE

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 31 October 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

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

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

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

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

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

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

Lodging your Proxy Voting Form:

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

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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 Annual General Meeting of Wildcat Resources Limited, to be held at **10:00am (AWST) on Monday, 02 November 2026 at Country Women's Association of WA, 1176 Hay Street, West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: 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. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking 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, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 7 and 8 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	Resolutions		For	Against	Abstain
1	Remuneration Report	☐	☐	☐	8	Issue of Performance Rights to Mr Matthew Banks	☐	☐	☐
2	Re-election of Mr Jeff Elliott as Director	☐	☐	☐	9	Ratification of Consideration Shares to Sayona Lithium Pty Ltd	☐	☐	☐
3	Re-election of Ms Fiona Van Maanen as Director	☐	☐	☐	10	Ratification of Consideration Shares to Attgold Pty Ltd	☐	☐	☐
4	Increase in Non-Executive Director Fees	☐	☐	☐	11	Ratification of prior issue Placement Shares	☐	☐	☐
5	Issue of Director Shares to Mr Ajanth Saverimutto	☐	☐	☐	12	Approval of issue of Placement Shares	☐	☐	☐
6	Issue of Director Shares to Mr Matthew Banks	☐	☐	☐	13	Approval of 10% Placement Facility	☐	☐	☐
7	Issue of Performance Rights to Mr Ajanth Saverimutto	☐	☐	☐					

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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).

AUTOMIC

WC8

SAMPLE
For personal use only