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Sinclair Gold Ltd
ACN 149 126 858

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 2:00pm (AWST) on Wednesday, 4 November 2026

Location: Quest Kings Park, 54 Kings Park Road, West Perth WA 6005

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company by telephone on (08) 6279 9425

Shareholders are urged to vote by lodging the Proxy Form

Sinclair Gold Ltd
ACN 149 126 858
(Company)

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of Sinclair Gold Ltd will be held at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Wednesday, 4 November 2026 at 2:00pm (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 the 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 Monday, 2 November 2026 at 5:00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 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.

2 Resolutions

Resolution 1 – Remuneration Report

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

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Election of Director – Ms Amber Stanton

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

'That, Ms Amber Stanton, who was appointed as a Director on 9 April 2026, retires in accordance with clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering herself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

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Resolution 3 – Re-election of Director – Mr Duncan Grieve

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

'That, Mr Duncan Grieve, who retires in accordance with clause 14.2 of the Constitution, Listing Rule 14.5 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Ratification of prior issue of Consideration 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 ratify the issue of 256,524 Consideration Shares to Cullen Resources Limited (or its nominee/s) (**Cullen**), on the terms and conditions set out in the Explanatory Memorandum.'*

Resolution 5 – 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 totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

Resolution 6 – Approval to increase Non-Executive Directors' Remuneration

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 clauses 14.7 and 14.8 of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors to $750,000 per annum, on the terms and conditions in the Explanatory Memorandum.'

3 Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(a) **Resolution 4**: by or on behalf of Cullen, or any other person who participated in the issue of the Consideration Shares, or any of their respective associates, or their nominees.

(b) **Resolution 5**: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(c) **Resolution 6**: the Directors of the Company, or any of their respective associates.

The above voting exclusions do 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 in that way;

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

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

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

4 Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person 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 voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 6: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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BY ORDER OF THE BOARD



Maddison Cramer
Joint Company Secretary
Sinclair Gold Ltd
Dated: 25 September 2026

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Sinclair Gold Ltd
ACN 149 126 858
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Wednesday, 4 November 2026 at 2:00pm (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Election of Director – Ms Amber Stanton
Section 6	Resolution 3 – Re-election of Director – Mr Duncan Grieve
Section 7	Resolution 4 – Ratification of prior issue of Consideration Shares
Section 8	Resolution 5 – Approval of 10% Placement Facility
Section 9	Resolution 6 – Approval to increase Non-Executive Directors' Remuneration
Schedule 1	Definitions

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

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2.2 Voting by proxy

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

Please note that:

(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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

(c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

(a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(b) the appointed proxy is not the chair of the meeting;

(c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and

(d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 2:00pm (AWST) on Monday, 2 November 2026, being not later than 48 hours before the commencement of the Meeting.

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2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention. If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 6 even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@sinclairgold.com by 2:00pm (AWST) on Wednesday, 28 October 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect of the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair may request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2026.

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 available online at**:** https://www.sinclairgold.com/financial-reports/;

(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.

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

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

(b) the conduct of the audit;

(c) accounting policies adopted by 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 to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Remuneration Report

4.1 General

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 for the year ended 30 June 2026 in the Annual 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.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

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, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting held on 27 November 2025. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding Resolution 1.

5. Resolution 2 – Election of Director – Ms Amber Stanton

5.1 General

Clause 14.4 of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, and that any Director so appointed holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

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Listing Rule 14.4 similarly provides that a Director appointed as an additional Director must not hold office (without election) past the next annual general meeting following that Director's appointment.

Accordingly, Ms Amber Stanton, having been appointed as a Director on 9 April 2026, retires at this Meeting and, being eligible and offering herself for election, seeks election pursuant to Resolution 2.

If Resolution 2 is passed, Ms Stanton will retire at the conclusion of the Meeting and will be immediately elected as a Director at this Meeting.

If Resolution 2 is not passed, Ms Stanton will retire at the conclusion of the Meeting and will not be elected as a Director at this Meeting.

5.2 Ms Amber Stanton

Ms Stanton is an experienced General Counsel and Company Secretary with more than 25 years' experience advising listed resource companies. She brings extensive legal, commercial and governance expertise, including significant experience in public and private mergers and acquisitions, capital markets transactions and cross-border operations.

Ms Stanton is currently General Counsel and Company Secretary at Bellevue Gold Limited (ASX: BGL) and was previously General Counsel and Company Secretary at Resolute Mining Limited (ASX: RSG). Earlier in her career, she was a partner in two international law firms.

Ms Stanton does not currently hold any other material directorships other than as set out in this Notice.

If elected, Ms Stanton is considered by the Board (with Ms Stanton abstaining) to be an independent Director. Ms Stanton holds Performance Rights in the Company but is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Ms Stanton has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

The Company confirms that it undertook appropriate checks into Ms Stanton's background and experience prior to her appointment to the Board and that these checks did not identify any information of concern.

5.3 Board recommendation

The Board (other than Ms Stanton who abstains from making a recommendation given her personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 2 for the following reasons:

(a) Ms Stanton's extensive experience in the resources industry, including legal, governance, risk management and corporate compliance are key skills required on the Board that will assist the Company in achieving its strategic objectives in the short and medium term; and

(b) Ms Stanton's contributions to the Board's activities to date have been invaluable and

her skills, qualifications and experience will continue to enhance the Board's ability to perform its role.

5.4 Additional information

Resolution 2 is an ordinary resolution.

6. Resolution 3 – Re-election of Director – Mr Duncan Grieve

6.1 General

Clause 14.2 of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third rounded up).

A Director who retires in accordance with clause 14.2 of the Constitution holds office until the conclusion of the meeting at which the Director retires but is eligible for re-election and that re-election takes effect at the conclusion of the meeting.

Mr Duncan Grieve was last elected as a Director at the 2024 annual general meeting of the Company held on 28 November 2024.Mr Grieve retires at this Meeting to satisfy the requirements of clause 14.2 of the Constitution and, being eligible and offering himself for re-election, seeks re-election pursuant to Resolution 3.

If Resolution 3 is passed, Mr Grieve will retire at the conclusion of the Meeting and will be immediately re-elected as a Director at this Meeting.

If Resolution 3 is not passed, Mr Grieve will retire at the conclusion of the Meeting and will not be re-elected as a Director at this Meeting.

6.2 Mr Duncan Grieve

Mr Duncan Grieve is a seasoned geologist with a track record of success in exploration. He was part of the discovery and resource drill out at the Bellevue Gold Project and previously worked for Barrick Gold at the Loulo-Gounkoto gold mine in Mali. Mr Grieve has substantial project generation experience in gold, lithium, and base metals exploration across Africa, Australia, Europe and North America.

Mr Grieve has previously worked with the Company on its exploration strategy in Sweden and will continue to contribute his technical and strategic expertise to support advancement of the Company’s Mt Henry Gold Project and broader growth initiatives.

Mr Grieve does not currently hold any other material directorships other than as set out in this Notice.

If re-elected, Mr Grieve is considered by the Board (with Mr Grieve abstaining) to be an independent Director. Mr Grieve holds Performance Rights in the Company but is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Grieve has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

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6.3 Board recommendation

The Board (other than Mr Grieve who abstains from making a recommendation given his personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of Resolution 3 for the following reasons:

(a) Mr Grieve's geological experience in the resources industry will continue to enhance the Board's ability to perform its role; and

(b) Mr Grieve has previously assisted the Company with its exploration strategy and will continue to contribute his technical and strategic expertise to support advancement of the Company's Mt Henry Gold Project and broader growth initiatives.

6.4 Additional information

Resolution 3 is an ordinary resolution.

7. Resolution 4 – Ratification of prior issue of Consideration Shares

7.1 General

On 14 May 2026, the Company announced that it had (through its wholly owned subsidiary Alicanto Minerals WA Pty Ltd) entered into an agreement with Cullen Resources Limited (**Cullen**) pursuant to which it was agreed that the Company would acquire the granted exploration licences E63/2216 and E63/1894, that are adjacent to the Mt Henry Gold Project in Western Australia (**Cullen Tenement Acquisition Agreement**).

A summary of the material terms of the Cullen Tenement Acquisition Agreement is set out below in Section 7.2.

7.2 Summary of material terms of Cullen Tenement Acquisition Agreement

Pursuant to the Cullen Tenement Acquisition Agreement, the Company agreed to pay the following consideration:

(a) **Upfront consideration**: A$100,000 cash and A$250,000 worth of Shares based on the 10-day VWAP upon completion of the transaction; and

(a) **Contingent consideration**: A$100,000 worth of Shares based on the 10-day VWAP contingent upon E63/1894 receiving an exemption from the Department of Mines, Petroleum and Exploration in relation to the minimum expenditure commitments for the 2026 tenement year affecting E63/1894. The contingent consideration shares were issued on 31 July 2026 following satisfaction of the condition.

The Cullen Tenement Acquisition Agreement contains additional provisions considered customary for an agreement of this nature.

The Company issued an aggregate of 256,524 Shares (comprising the upfront and contingent consideration shares) to Cullen (or its nominee/s) (**Consideration Shares**) in accordance with the Cullen Tenement Acquisition Agreement in reliance on its Listing Rule 7.1 placement capacity without prior shareholder approval.

Accordingly, Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the prior issue of the Consideration Shares.

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7.3 Listing Rules 7.1 and 7.4

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

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 256,524 Consideration Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 4 is not passed, 256,524 Consideration Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 256,524 Equity Securities for the 12-month period following the issue of the Consideration Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Consideration Shares were agreed to be issued.

7.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Consideration Shares:

(a) The Consideration Shares were issued to Cullen (or its nominee/s), who is not a related party or Material Investor of the Company.

(b) The Consideration Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.

(c) A total of 256,524 Consideration Shares were issued at a deemed issue price of A$1.3644 each without prior Shareholder approval under Listing Rule 7.1 as follows:

  (i) 183,231 Consideration Shares on 1 July 2026; and

  (ii) 73,293 Consideration Shares on 31 July 2026.

(d) The Consideration Shares were issued as partial consideration pursuant to the terms of the Cullen Tenement Acquisition Agreement. Accordingly, no funds were raised from the issue of the Consideration Shares.

(e) A summary of the material terms of the Cullen Tenement Acquisition Agreement is set out in Section 7.2.

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

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7.5 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 – Approval of 10% Placement Facility

8.1 General

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% annual placement capacity under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) below). 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 8.2(c) below).

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity 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 in Listing Rule 7.1.

8.2 Listing Rule 7.1A

(a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $240 million based on the closing price of Shares ($1.29) on 25 September 2026.

(b) **What Equity Securities can be issued?**

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 eligible entity.

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

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid 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 fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) 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 Listing Rule 7.4;

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

(1) the agreement was entered into before the commencement of the Relevant Period; or

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

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of any other fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

D = is 10%.

E = is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

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(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is 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 by the Company and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 8.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

(i) the date that is 12 months after the date of the Meeting;

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

(iii) the time and 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),

(**10% Placement Period**).

(g) **What is the effect of Resolution 5?**

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 8.2(f) above).

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 8.2(e) above).

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(c) **Purposes of issues under the 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

(d) **Risk of economic and voting dilution**

Shareholders should note that 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

(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,

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

If this Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 8.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	**Dilution**			
	Issue price per Share	**$0.645** **50% decrease in Current Market Price**	**$1.29** **Current Market Price**	**$2.58** **100% increase in Current Market Price**
185,671,217 Shares **Variable A**	10% Voting Dilution	18,567,122	18,567,122	18,567,122
	Funds raised	$11,975,794	$23,951,587	$47,903,175
278,506,826 Shares **50% increase in Variable A**	10% Voting Dilution	27,850,683	27,850,683	27,850,683
	Funds raised	$17,963,691	$35,927,381	$71,854,762
371,342,434 Shares **100% increase in Variable A**	10% Voting Dilution	37,134,243	37,134,243	37,134,243
	Funds raised	$23,951,587	$47,903,173	$95,806,347

Notes:

1. The table has been prepared on the following assumptions:
   (a) The issue price is the current market price ($1.29), being the closing price of the Shares on ASX on 25 September 2026, being the latest practicable date before this Notice was signed.
   (b) Variable A comprises of 185,671,217 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.
   (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
   (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
   (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
3. 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%. 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.
4. 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.

(e) **Allocation policy**

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 allottees 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 issues or other issues in which existing Shareholders can participate;

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

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

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) **Issues in the past 12 months**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2025 annual general meeting held on 27 November 2025.

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In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 24,341,484 Equity Securities (on a post-Consolidation basis) under Listing Rule 7.1A, as detailed in the table below.

The 24,341,484 Equity Securities represent approximately ~24% of the number of Equity Securities on issue at the commencement of that 12-month period (on a post-Consolidation basis).

Date of issue	17 June 2026	24 December 2025
Number of Securities	16,605,918	92,826,797 (pre-Consolidation) 7,735,566 (post-Consolidation)
Type of Security	Shares	Shares
Recipient of Security	Professional and sophisticated investors. Recipients were identified through a bookbuild process, which involved the Company, lead manager and co-manager seeking expressions of interest from new and existing contacts of the Company, lead manager and co-manager.	New and existing shareholders and institutional and sophisticated investors. Recipients were identified through a bookbuild process, which involved the Company and the joint lead managers seeking expressions of interest from new and existing contacts of the Company.
Issue price per Security	$1.55 each	$0.055 each
Discount to market price	The issue price represented a 7.2% discount to the closing market price on the date of the agreement to issue.	The issue price represented a 15.4% discount to the closing market price on the date of the agreement to issue.
Cash consideration received	~$25,739,173 (before costs)	~$5,105,474 (before costs)
Amount of cash consideration spent	Approximately $10.3 million	~$5,105,474
Use of cash spent to date and intended use for remaining amount of cash (if any)	Proceeds have been and will be applied towards supporting the Company's resource growth drilling program; exploration activities, studies, approvals; and working capital and transaction costs.	Proceeds have been applied towards the cash consideration for the acquisition of the Mt Henry Gold Project located in Western Australia; a 50,000m multi-rig drill program focused on exploration and resource expansion at the Mt Henry Gold Project; other exploration expenditure and project-related costs at the Company's projects (including Sweden); and working capital and costs of the placement.

(g) **Voting exclusion**

At the date of the Notice, the Company is not proposing to make a new issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

8.4 Additional information

Resolution 5 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 Board recommends that Shareholders vote in favour of Resolution 5.

9. Resolution 6 – Approval to increase Non-Executive Directors' Remuneration

9.1 General

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of Directors' fees payable to all of its non-executive directors without the approval of its Shareholders. Clauses 14.7 and 14.8 of the Constitution also require that remuneration payable to the non-executive Directors will not exceed the sum determined by the Company in a general meeting from time to time, and the total aggregate fixed sum will be divided between the non-executive Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

The maximum aggregate amount of fees payable to all of the non-executive Directors is currently set at $500,000. Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 10.17 and clauses 14.7 and 14.8 of the Constitution to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors to $750,000 (**Proposed Limit**).

If Resolution 6 is passed, the Company will be able to proceed to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors to the Proposed Limit.

If Resolution 6 is not passed, the Company will not be able to proceed to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors to the Proposed Limit and the Company may need to revise its current remuneration structure payable to its non-executive Directors which may include considering the issue of Equity Securities to non-executive Directors in lieu of cash fees, subject to Shareholder approval.

9.2 Rationale for the increase

The Proposed Limit does not mean the Company must pay the entire amount approved as fees for each year, rather the Proposed Limit is requested to:

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(a) accommodate the need to attract and retain non-executive Directors whose skills and qualifications are appropriate for the size and nature of the Company allowing for overlapping tenures as part of the Board's orderly succession planning;

(b) align the Company's remuneration structure with that of comparable ASX-listed peers in the mining sector. The proposed fee pool is considered appropriate given the scale and complexity of the Company's operations, while remaining consistent with market practice; and

(c) remunerate non-executive Directors fairly due to increased time commitments and workload, in line with expectations placed upon them by the Company and the regulatory environment in which it operates.

The Company's remuneration framework for non-executive Directors is available in the 2026 Annual Report.

9.3 Specific information required by Listing Rule 10.17

Pursuant to and in accordance with Listing Rule 10.17, the following information is provided in relation to the proposed increase to the aggregate amount payable to non-executive Directors:

(a) The Company is proposing to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors by $250,000.

(b) The maximum aggregate amount per annum to be paid to all non-executive Directors is $750,000 and includes any board committee fees and superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine 'special exertion' fees paid in accordance with the Constitution, or Equity Securities issued to a non-executive Director under Listing Rules 10.11 or 10.14 with Shareholder approval.

(c) In the past three years, the Company has issued Equity Securities to the current non-executive Directors (or their respective nominees) under Listing Rule 10.11 or 10.14 as follows:

Non-Executive Director	Number of Securities[(1)]	Equity Security	Date of issue
Raymond Shorrocks	2,500,000	Shares	10 November 2023
	30,000,000[(2)]	Performance Rights	12 September 2024
	4,000,000[(2)]	Shares	12 September 2024
	2,166,667[(2)]	Shares	18 February 2025
	2,500,000[(2)]	Shares	3 December 2025
	303,031	Shares	13 February 2026

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Non-Executive Director	Number of Securities[(1)]	Equity Security	Date of issue
	416,667	Performance Rights	Approved by Shareholders at general meeting on 13 July 2026
Russell Curtin	4,000,000	Shares	12 September 2024
	10,000,000	Performance Rights	12 September 2024
	1,333,334	Shares	18 February 2025
	500,000	Shares	3 December 2025
	60,607	Shares	13 February 2026
	416,667	Performance Rights	Approved by Shareholders at general meeting on 13 July 2026
Duncan Grieve	500,000	Shares	12 September 2024
	10,000,000	Performance Rights	12 September 2024
	333,334	Shares	18 February 2025
	250,000	Shares	3 December 2025
	15,152	Shares	13 February 2026

Notes:

(1) Securities issued prior to 11 February 2026 are on a pre-Consolidation basis.

(2) Securities issued to Raymond Shorrocks during his tenure as Interim Executive Chair.

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

9.4 Additional information

Resolution 6 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding Resolution 6.

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Schedule 1 Definitions

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

$ or A$	means Australian Dollars.
10% Placement Facility	has the meaning given in Section 8.1.
10% Placement Period	has the meaning given in Section 8.2(f).
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026.
ASX	means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Australian Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	has the meaning given in section 9 of the Corporations Act, and includes a spouse or child of the member.
Company	means Sinclair Gold Ltd (ACN 149 126 858).
Consideration Shares	has the meaning given in Section 7.2.
Consolidation	means the 12:1 capital consolidation which was approved by Shareholders at the general meeting held on 30 January 2026 and completed on 11 February 2026.
Constitution	means the constitution of the Company, as amended.
Corporations Act	means the *Corporations Act 2001* (Cth), as amended.
Cullen	means Cullen Resources Limited (ACN 006 045 790).
Cullen Tenement Acquisition Agreement	has the meaning given in Section 7.1.
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.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.

Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
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 given in the introductory paragraph of the Notice.
Minimum Issue Price	has the meaning given in Section 8.2(e).
Notice	means this notice of annual general meeting.
Performance Right	means a right, subject to certain terms and conditions, to acquire a Share on the satisfaction (or waiver) of certain performance conditions.
Proposed Limit	has the meaning given in Section 9.1.
Proxy Form	means the proxy form made available with the Notice.
Relevant Period	has the same meaning as in the Listing Rules.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning in Section 4.1.
Trading Day	has the same meaning as in the Listing Rules.
VWAP	means the volume weighted average price.

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Sinclair Gold Ltd
ABN 81 149 126 858

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Monday, 2 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 189076

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Sinclair Gold Ltd hereby appoint

☐ **the Chair of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Sinclair Gold Ltd to be held at Quest Kings Park, 54 Kings Park Road, West Perth WA 6005 on Wednesday, 4 November 2026 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Election of Director – Ms Amber Stanton	☐	☐	☐
Resolution 3	Re-election of Director – Mr Duncan Grieve	☐	☐	☐
Resolution 4	Ratification of prior issue of Consideration Shares	☐	☐	☐
Resolution 5	Approval of 10% Placement Facility	☐	☐	☐
Resolution 6	Approval to increase Non-Executive Directors' Remuneration	☐	☐	☐

SAMPLE ONLY

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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2 October 2026

Dear Shareholder,

Annual General Meeting - Notice and Proxy Form

Notice is given that the Annual General Meeting (**Meeting**) of Shareholders of Sinclair Gold Ltd (ACN 149 126 858) (**Company**) will be held as follows:

Time and date: 2:00pm (AWST) on Wednesday, 4 November 2026

Location: Quest Kings Park, 54 Kings Park Road, West Perth, WA 6005

Notice of Meeting

As permitted by the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at https://www.sinclairgold.com/; and
- the ASX market announcements page under the Company's code "**SGC**".

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form.

Proxy forms can be lodged:

Online: www.investorvote.com.au (control number: 189076) or use your mobile device to scan the personalised QR code

By mail: Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001, Australia

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

Your proxy voting instruction must be received by 2:00pm (AWST) on Monday, 2 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Meeting Materials should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Authorised for release by:

Maddison Cramer
Joint Company Secretary
Sinclair Gold Ltd

P +61 8 6279 9425
E info@sinclairgold.com
A L2/8 Richardson Street, West Perth WA 6005
ACN 149 126 858