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Manhattan Gold Corporation Limited

ABN 61 123 156 089

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting
Friday, 6 November 2026

Time of Meeting
9.00 am (AWST)

Place of Meeting
Ground Floor 41 Colin Street West Perth, WA 6005

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

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Manhattan Gold Corporation Limited

ABN 61 123 156 089

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Manhattan Gold Corporation Limited ABN 61 123 156 089 will be held at **Ground Floor 41 Colin Street West Perth, WA 6005** on **Friday, 6 November 2026** at **9.00am** for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at www.mhc.gold/.

AGENDA

Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2026, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

1 Resolution 1 – Non-binding Resolution to adopt Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

> *"That the Remuneration Report for the year ended 30 June 2026 as set out in the 2026 Annual Report be adopted."*

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 statement: *The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:*

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and

(b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

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2 Resolution 2 – Election of Mrs Danielle Kelly as a Director

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

> *"That Mrs Danielle Kelly, who ceases to hold office in accordance with Rule 7.3(f) of the Company's Constitution and Listing Rule 14.4, being eligible, offers herself for election, be elected a Director of the Company."*

3 Resolution 3 – Re-election of Mr Kell Nielsen as a Director

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

> *"That, Mr Kell Nielsen, who retires in accordance with Rule 7.3(b) of the Constitution and, being eligible, offers himself for re-election pursuant to Rule 7.3(d) of the Constitution, be re-elected as a Director."*

4 Resolution 4 – Ratification of issue of Shares to Mr Samuel Vaughan

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

> *"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,500,000 Shares in aggregate (at a deemed issue price of $0.024 per Share) on 22 July 2026 and 28 August 2026 to Mr Samuel Vaughan on the terms and conditions set out in the Explanatory Memorandum."*

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

(a) Mr Samuel Vaughan and any other person who participated in the issue; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

5 Resolution 5 – Ratification of issue of Performance Rights to Mr Samuel Vaughan

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

> *"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Performance Rights for no cash consideration on 28 August 2026 to Mr Samuel Vaughan on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."*

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

(a) Mr Samuel Vaughan or his nominee(s) and any other person who participated in the issue; or

(b) an Associate of those persons.

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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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

6 Resolution 6 – Ratification of issue of Options to Blackwater

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of the following Options to Blackwater on 22 July 2026:

(a) *500,000 Options for no cash consideration (each with an exercise price of $0.04 and expiring 22 July 2028); and*

(b) *500,000 Options for no cash consideration (each with an exercise price of $0.06 and expiring 22 July 2028),*

on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum)."

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

(a) Blackwater and any other person who participated in the issue; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

7 Resolution 7 – Ratification of issue of Options to Occam Corporate Pty Ltd

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of the following Options to Occam Corporate Pty Ltd on 28 August 2026:

(a) *3,500,000 Options for no cash consideration (each with an exercise price of $0.04 and expiring 28 August 2028); and*

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(b) *3,500,000 Options for no cash consideration (each with an exercise price of $0.06 and expiring 28 August 2028),*

on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum)."

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

(a) Occam Corporate Pty Ltd and any other person who participated in the issue; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

8 Resolution 8 – Ratification of issue of Tranche 1 Placement Shares to professional and sophisticated investors under Listing Rule 7.1

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 93,554,946 Tranche 1 Placement Shares (at an issue price of $0.02 each) to professional and sophisticated investors on 22 September 2026 utilising the Company's Listing Rule 7.1 capacity, on the terms and conditions set out in the Explanatory Memorandum."

***Voting exclusion statement**: 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; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

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9 Resolution 9 – Ratification of issue of Tranche 1 Placement Shares to professional and sophisticated investors under Listing Rule 7.1A

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 74,445,054 Tranche 1 Placement Shares (at an issue price of $0.02 each) to professional and sophisticated investors on 22 September 2026 utilising the Company's Listing Rule 7.1A capacity, on the terms and conditions set out in the Explanatory Memorandum."

***Voting exclusion statement**: 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; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

10 Resolution 10 – Issue of Tranche 2 Placement Shares to unrelated professional and sophisticated investors

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 49,500,000 Tranche 2 Placement Shares at an issue price of $0.02 each to unrelated professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

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

(a) *a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*

(b) *an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

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11 Resolution 11 – Issue of Tranche 2 Placement Shares to Mr Gavin Rezos (Director) or his nominee(s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Shares at an issue price of $0.02 each to Mr Gavin Rezos, Director of the Company or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

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

(a) Mr Gavin Rezos or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

12 Resolution 12 – Issue of Tranche 2 Placement Shares to Mrs Danielle Kelly (Director) or her nominee(s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Shares at an issue price of $0.02 each to Mrs Danielle Kelly, Director of the Company or her nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

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

(a) Mrs Danielle Kelly or her nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

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13 Resolution 13 – Issue of Tranche 2 Placement Shares to Mr Kell Nielsen (Director) or his nominee(s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 625,000 Shares at an issue price of $0.02 each to Mr Kell Nielsen, Director of the Company or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

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

(a) Mr Kell Nielsen or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

14 Resolution 14 – Issue of Tranche 2 Placement Shares to Mr Bayard Rezos (Related Party) or his nominee(s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 875,000 Shares at an issue price of $0.02 each to Mr Bayard Rezos, a Related Party of the Company or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

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

(a) Mr Bayard Rezos or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

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15 Resolution 15 –Issue of Options to Joint Lead Managers (or their respective nominees)

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

> *"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 37,500,000 Joint Lead Manager Options (in aggregate) for no cash consideration (with an exercise price of $0.04 and expiry date of 3 years from the date of issue) to the Joint Lead Managers or their respective nominees on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum)."*

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

(a) *Euroz Hartleys Ltd and Alpine Capital Pty Ltd or their respective nominees; or*

(b) *an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or*

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

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

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

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

16 Resolution 16 – Approval of Employee Awards Plan

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

> *"That, for the purpose of Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the Employee Awards Plan, a summary of the rules of which are set out in Annexure C to the Explanatory Memorandum, and the issue of up to a maximum of 92,000,000 Incentives under the Employee Awards Plan to Eligible Participants on the terms and conditions described in the Explanatory Memorandum."*

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

(a) *a person who is eligible to participate in the Employee Awards Plan; or*

(b) *an Associate of those persons.*

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

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

(b) *the Chair of the Meeting as a 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.*

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) *the appointment specifies the way the proxy is to vote on the Resolution; or*

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(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

17 Resolution 17 – Issue of Fee Shares to Mrs Danielle Kelly (Director) or her nominee(s)

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

"That, for the purpose of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 1,914,640 Fee Shares per annum to Mrs Danielle Kelly or her nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including the terms of the Plan summarised in Annexure C to the Explanatory Memorandum)."

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

(a) Mrs Danielle Kelly and her nominee(s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Awards Plan; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

18 Resolution 18 – Issue of Fee Shares to Mr Kell Nielsen (Director) or his nominee(s)

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

"That, for the purpose of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 1,914,640 Fee Shares per annum to Mr Kell Nielsen or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including the Plan summarised in Annexure C to the Explanatory Memorandum)."

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

(a) Mr Kell Nielsen and his nominee(s), and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Awards Plan; or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

(a) the appointment specifies the way the proxy is to vote on the Resolution; or

(b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

19 Resolution 19 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

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

Voting exclusion statement: *No voting exclusion statement is included for this Resolution because the Company is not proposing any issue of Equity Securities under Listing Rule 7.1A as at the date of this Notice.*

20 Resolution 20 – Amendment to Constitution to adopt proportional takeover approval provisions

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purpose of section 648G of the Corporations Act and for all other purposes, the Constitution of the Company be amended, with immediate effect, in the manner outlined in the Explanatory Memorandum to this Notice of Meeting and set out in Annexure D to the Explanatory Memorandum, to include a requirement for Shareholder approval of any proportional takeover bids, as permitted under the Corporations Act."

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21 Resolution 21 – Issue of STI Shares to Mr Bayard Rezos (Related Party) or his nominee(s)

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 STI Shares at a deemed issue price of $0.02 each to Mr Bayard Rezos or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."*

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

(a) Mr Bayard Rezos or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of 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 the directions given to the proxy or attorney to vote on the Resolution in that way; or

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

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

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

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

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Jessamyn Lyons and Carla Healy
Joint Company Secretaries

Dated: 2 October 2026

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How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend, and vote is entitled to appoint a proxy and if the Shareholder is entitled to cast two or more votes, they can appoint not more than two proxies. Each proxy will have the right to vote on a poll and to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 16, 17,18 and 21 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by **9.00am (AWST)** on **Wednesday, 4 November 2026**. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - Online: www.investorvote.com.au to use this facility, Shareholders will need their holder number (HIN or SRN), postcode and the control number shown on their proxy form.
  - Mail: Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001
  - Fax: 1800 783 447 within Australia or +61 3 9473 2555 (international)
  - Custodians: Intermediary Online subscribers only, cast the Shareholder's vote online by visiting www.intermediaryonline.com.
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by **9.00am**

(AWST) on **Wednesday, 4 November 2026**. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4:00 pm **(AWST)** on **Wednesday, 4 November 2026**.

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Manhattan Gold Corporation Limited
ABN 61 123 156 089

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2026, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

(a) the conduct of the audit;

(b) the preparation and content of the independent audit report;

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

(d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

2 Resolution 1 – Non-binding Resolution to adopt Remuneration Report

2.1 Background

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2026 Annual Report be adopted. The Remuneration Report is set out in the Company's 2026 Annual Report and is also available on the Company's website (https://mhc.gold/).

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in

office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2025 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 28 November 2025. Accordingly, even if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2.2 Voting

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

3 Resolution 2 – Election of Mrs Danielle Kelly as a Director

3.1 Background

Resolution 2 seeks approval for the election of Mrs Danielle Kelly as a Director with effect from the end of the Meeting.

Rule 7.2(b) of the Constitution allows the Directors to, at any time, appoint a person to be a director, provided that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Listing Rule 14.4 similarly requires that any director appointed to fill a casual vacancy or as an addition to the board does not hold office (without re-election) past the next annual general meeting of the entity.

Mrs Danielle Kelly, having been appointed by the Board on 5 February 2026, retires from office in accordance with the requirements of Rule 7.3(f) of the Constitution and Listing Rule 14.4 and submits herself for election in accordance with Rule 7.3(f) of the Constitution.

If Resolution 2 is passed, Mrs Danielle Kelly will be elected and will continue to act as a Director. If Resolution 2 is not passed, Mrs Danielle Kelly will not be elected and will cease to act as a Director.

3.2 Qualifications

Mrs Danielle Kelly is an accomplished geologist with a strong background in gold exploration, most recently at Gold Road Resources Ltd, (acquired by Gold Fields). Mrs Danielle Kelly has technical expertise in mineral systems, evaluation and exploration, as well as portfolio growth through business development in the resources sector. She also has a well-rounded background in financial services, compliance and ASX reporting. Mrs Danielle Kelly holds a Bachelor of Science in Geology and Archaeology from the University of Western Australia and a Graduate Certificate in Economic Geology from the Centre of Excellence in Ore Deposits (CODES). She is a Graduate of the Australian Institute of Company Directors and a member of the AIG.

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3.3 Other material directorships

Currently, Mrs Danielle Kelly does not hold any other material directorships.

3.4 Independence

The Board considers that Mrs Danielle Kelly, if elected, will continue to be classified as an independent director.

3.5 Board recommendations

The Company confirms it has conducted appropriate checks into Mrs Danielle Kelly's background and experience and those checks have not revealed any information of concern.

Based on Mrs Danielle Kelly's relevant experience and qualifications, in particular Mrs Danielle Kelly's extensive expertise in gold exploration, mineral systems evaluation and business development, the Board considers that Mrs Danielle Kelly will assist the Company in achieving its strategic objectives as it continues to advance its exploration and development activities.

The members of the Board, in the absence of Mrs Danielle Kelly, support the election of Mrs Danielle Kelly as a director of the Company.

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

4 Resolution 3 – Re-election of Mr Kell Nielsen as a Director

4.1 Background

Pursuant to Rule 7.3(b) of the Constitution, Mr Kell Nielsen, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director pursuant to Rule 7.3(d) of the Constitution.

Rule 7.3(c) of the Constitution provides that, if the Company has three or more Directors, one third of the Directors (excluding Directors required to retire under Rules 7.3(f) and 7.3(h), and rounded down to the nearest whole number) must retire at each annual general meeting. The Directors to retire are those who have held their office as Director the longest period of time since their last election.

Rule 7.3(c) of the Constitution also provides that a Director must retire from office no later than the longer of the third annual general meeting, or three years following that Director's last election.

Mr Kell Nielsen was last re-elected as a Director at the Company's 2024 annual general meeting and therefore retires and submits himself for re-election.

If Resolution 3 is passed, Mr Kell Nielsen will be re-elected and will continue to act as a Director. If Resolution 3 is not passed, Mr Kell Nielsen will not be re-elected and will cease to act as a Director.

4.2 Qualifications

Mr Kell Nielsen is an Australian geologist with over 30 years' experience in project generation, exploration and development across a broad range of commodities including gold, copper and base metals. Mr Kell Nielsen holds a Bachelor of Science in Geology (BSc (Geo)), a Master of Science in Mineral Economics (MSc (MinEcon)) and is a Member of the Australasian Institute of Mining and Metallurgy (MAusIMM).

Mr Kell Nielsen has worked extensively in Australia, Mongolia, West and East Africa and Myanmar, covering a diverse range of experiences and roles from grass roots exploration to being at the forefront of discoveries and managing large resource development teams for Placer Dome (Wallaby resource definition >10Moz Au) and consulting to BHP Billiton's iron ore and coal divisions.

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Mr Kell Nielsen is currently Vice President-Exploration at Gladiator Metals Corp.

4.3 Other material directorships

Mr Kell Nielsen does not currently hold any other material directorship positions.

4.4 Independence

Mr Kell Nielsen was appointed to the Board on 24 November 2021. Mr Kell Nielsen recently transitioned from the role of Executive Director and Chief Executive Officer to a Non-Executive Director.

Given his recent executive role with the Company, the Board does not currently classify Mr Kell Nielsen as an independent Director, as his former position may influence, or reasonably be perceived to influence, in a material respect his capacity to bring independent judgement to issues before the Board.

4.5 Board recommendation

Based on Mr Kell Nielsen's relevant experience and qualifications, in particular Mr Nielsen's extensive expertise in gold exploration, project generation and development, the Board considers that Mr Nielsen's ongoing contribution to the Company remains valuable, particularly his experience on the Company's Tibooburra Gold project in NSW, his role as a Competent Person on technical and operational matters, and his experience in Canada.

The members of the Board, in the absence of Mr Kell Nielsen, support the re-election of Mr Kell Nielsen as a director of the Company.

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

5 Resolutions 4 and 5 – Ratification of issues of Securities to Mr Samuel Vaughan

5.1 Background

The Company issued the following Securities to Mr Samuel Vaughan as remuneration for work undertaken as field geologist for the Company:

(a) 2,000,000 Shares (at a deemed issue price of $0.024 per Share) issued on 22 July 2026 (ratification of which is sought under Resolution 4);

(b) 2,500,000 Shares (at a deemed issue price of $0.024 per Share) issued on 28 August 2026 (ratification of which is sought under Resolution 4); and

(c) 5,000,000 Performance Rights (for nil cash consideration) issued on 28 August 2026 (ratification of which is sought under Resolution 5),

(together, the **Vaughan Securities**).

Mr Samuel Vaughan is engaged as an independent contractor to provide senior geological services to the Company. Under the terms of Mr Samuel Vaughan's services agreement, the Company agreed to pay Mr Samuel Vaughan for his services via the following package:

(d) a fixed monthly consultancy fee of $5,000 (plus a fieldwork uplift of $1,000 per day) to be reviewed annually; and

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(e) the grant of 7,500,000 Performance Rights in three tranches as follows:

Tranche	Number of Performance Rights	Vesting condition
1	2,500,000	Assays and drilling on the tenements comprising the Heninga Lake Project and the Turquetil Gold Project (also known as the Hook Lake Gold Project) demonstrate true widths exceeding 30m at 2.5gpt of gold equivalent (AuEq) (in aggregate).
2	2,500,000	Metallurgical recovery test work on a sample from the Tenements comprising the Heninga Lake Project and the Turquetil Gold Project (also known as the Hook Lake Gold Project) demonstrate potential gold recovery exceeding 94%.
3	2,500,000	The Company achieving an estimated resource reported in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves of 500,000oz or more of AuEq on the tenements comprising the Heninga Lake Project and The Turquetil Gold Project (also known as the Hook Lake Gold Project).

Prior to the issue of any Performance Rights to Mr Samuel Vaughan, the tranche 1 vesting condition was met, and the resultant 2,500,000 Shares were issued to Mr Samuel Vaughan on 28 August 2026 (ratification of which is sought under Resolution 4). Ratification of the remaining 5,000,000 (in aggregate) tranche 2 and tranche 3 Performance Rights is sought under Resolution 5.

The 2,000,000 Shares issued to Mr Samuel Vaughan on 22 July 2026 were issued to reward Mr Vaughan for securing the Vanquish tenements at the Turquetil Gold Project (also known as the Hook Lake Gold Project).

5.2 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 securities it had on issue at the start of that period.

The issue of the Vaughan Securities does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company issued the relevant securities.

Listing Rule 7.4 allows the shareholders of a 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 Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of the Vaughan Securities under and for the purposes of Listing Rule 7.4.

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5.3 Consequences of passing Resolutions 4 and 5

If Resolutions 4 and 5 are passed, the relevant Vaughan Securities will be excluded in calculating the Company's 15% limit 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 the Company issued the relevant Vaughan Securities.

If Resolutions 4 and 5 are not passed, the relevant Vaughan Securities issued will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company issued the relevant Vaughan Securities.

5.4 Information required by Listing Rule 7.5

The following information in relation to the issue of the Vaughan Securities is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) the Vaughan Securities were issued to Mr Samuel Vaughan;

(b) the Vaughan Securities comprise:

  (i) 2,000,000 Shares (at a deemed issue price of $0.024 per Share) issued on 22 July 2026 (ratification of which is sought under Resolution 4);

  (ii) 2,500,000 Shares (at a deemed issue price of $0.024 per Share) issued on 28 August 2026 (ratification of which is sought under Resolution 4); and

  (iii) 5,000,000 Performance Rights (for nil cash consideration) issued on 28 August 2026 (ratification of which is sought under Resolution 5); and

(c) the Shares are fully paid ordinary shares in the capital of the Company ranking equally in all respects with the existing Shares on issue;

(d) the material terms of the Performance Rights are set out in Annexure A to the Explanatory Memorandum;

(e) the Company did not receive any cash consideration for the issue of the Vaughan Securities as those securities were issued to Mr Samuel Vaughan as remuneration for work undertaken as field geologist for the Company under Mr Samuel Vaughan's services agreement (which is summarised in Section 5.1 above;

(f) the Company confirms the issue of the Securities did not breach Listing Rule 7.1; and

(g) a voting exclusion applies in respect of each of Resolutions 4 and 5 as set out in the Notice of Meeting.

5.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 4 and 5.

The Chair intends to vote all available undirected proxies in favour of Resolutions 4 and 5.

6 Resolution 6 – Ratification of previous of Options to Blackwater

6.1 Background

The Company has engaged Blackwater to provide marketing and promotion and digital services for a monthly fee of $5,500 (excluding GST) and the issue of the following Options:

(a) 500,000 Options (each with an exercise price of $0.04 and expiring 22 July 2028); and

(b) 500,000 Options (each with an exercise price of $0.06 and expiring 22 July 2028),

(together, the **Blackwater Options**).

The Company issued the Blackwater Options to Blackwater on 22 July 2026.

6.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 5.2 above.

The issue of the Blackwater Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company issued the Blackwater Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of the Blackwater Options under and for the purposes of Listing Rule 7.4.

6.3 Consequences of passing Resolution 6

If Resolution 6 is passed, the Blackwater Options issued will be excluded in calculating the Company's 15% limit 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 the Company issued the Blackwater Options.

If Resolution 6 is not passed, the Blackwater Options issued will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company issued the Blackwater Options.

6.4 Information required by Listing Rule 7.5

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

(a) the Blackwater Options were issued to Blackwater, which is an unrelated party of the Company;

(b) 1,000,000 Blackwater Options were issued, comprising:

  (i) 500,000 Options, each with an exercise price of $0.04 and expiring 22 July 2028; and

  (ii) 500,000 Options, each with an exercise price of $0.06 and expiring 22 July 2028;

(c) the material terms of the Blackwater Options are set out in Annexure B to the Explanatory Memorandum;

(d) the Blackwater Options were issued on 22 July 2026;

(e) the Company did not receive any cash consideration for the issue of the Blackwater Options, as they were issued in connection with marketing and promotion and digital services provided by Blackwater;

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(f) the Blackwater Options were issued pursuant to a services agreement between the Company and Blackwater, a summary of which is set out in Section 6.1 above; and

(g) the Company confirms the issue of the Blackwater Options did not breach Listing Rule 7.1;

(h) a voting exclusion applies in respect of Resolution 6 as set out in the Notice of Meeting.

6.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

The Chair intends to vote all available undirected proxies in favour of Resolution 6.

7 Resolution 7 – Ratification of issue of Options to Occam Corporate Pty Ltd

7.1 Background

The Company has engaged Occam Corporate Pty Ltd (**Occam Corporate**) to provide corporate advisory services to the Company.

On 28 August 2026, the Company issued the following Options to Occam Corporate as payment for corporate advisory services provided to the Company over the period from May 2026 to August 2026 (**Occam Advisory Mandate**):

(a) 3,500,000 Options (each with an exercise price of $0.04 and expiring 28 August 2028); and

(b) 3,500,000 Options (each with an exercise price of $0.06 and expiring 28 August 2028),

(together, the **Occam Options**).

7.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 5.2 above.

The issue of the Occam Options does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date the Company issued the Occam Options.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and therefore seeks Shareholder approval to ratify the issue of the Occam Options under and for the purposes of Listing Rule 7.4.

7.3 Consequences of passing Resolution 7

If Resolution 7 is passed, the Occam Options will be excluded in calculating the Company's 15% limit 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 the Company issued the Occam Options.

If Resolution 7 is not passed, the Occam Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date the Company issued the Occam Options.

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7.4 Information required by Listing Rule 7.5

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

(a) the Occam Options were issued to Occam Corporate, which is an unrelated party of the Company;

(b) 7,000,000 Occam Options were issued, comprising:

(i) 3,500,000 Options, each with an exercise price of $0.04 and expiring 28 August 2028; and

(ii) 3,500,000 Options, each with an exercise price of $0.06 and expiring 28 August 2028;

(c) the material terms of the Occam Options are set out in Annexure B to the Explanatory Memorandum;

(d) the Occam Options were issued on 28 August 2026;

(e) the Company did not receive any cash consideration for the issue of the Occam Options, as they were issued as payment for corporate advisory services provided by Occam Corporate;

(f) the Occam Options were issued not issued under any agreement; and

(g) the Company confirms the issue of the Occam Options did not breach Listing Rule 7.1; and

(h) a voting exclusion applies in respect of Resolution 7 as set out in the Notice of Meeting.

7.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

The Chair intends to vote all available undirected proxies in favour of Resolution 7.

8 Background to Placement

On 15 September 2026, the Company announced that it had received firm commitments for a placement to raise up to $4.5 million (before costs) through the issue of up to a total of 225,000,000 Shares at $0.02 per Share (**Placement Shares**) to new and existing institutional, sophisticated and professional investors (**Placement**), in two tranches comprising:

(a) **Tranche 1:** a total of 168,000,000 Placement Shares issued on 22 September 2026 (**Tranche 1 Placement Shares**) comprising:

(i) 93,554,946 Placement Shares issued under the Company's Listing Rule 7.1 placement capacity 6 (ratification of which is sought under Resolution 8); and

(ii) 74,445,054 Placement Shares issued under the Company's Listing Rule 7.1A placement capacity (ratification of which is sought under Resolution 9); and

(b) **Tranche 2:** a total of up to 57,000,000 Placement Shares (**Tranche 2 Placement Shares**), comprising:

(i) up to 49,500,000 Placement Shares to be issued to unrelated professional and sophisticated investors, (subject to Shareholder approval for the purposes of Listing Rule 7.1, which is sought under Resolution 10); and

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(ii) up to 7,500,000 Placement Shares to be issued to related parties of the Company (or their respective nominees) (subject to Shareholder approval for the purposes of Listing Rule 10.11, which is sought under Resolutions 11 to 14 (inclusive)).

The Company intends to apply the funds raised under the Placement towards completing Manhattan's 2026 exploration drilling program at the Hook Lake Project, as well as towards the Company's working capital and repayment of debts represented by outstanding fees payable to Directors and certain members of management who have participated in the Placement.

Euroz Hartleys Ltd and Alpine Capital Pty Ltd (**Joint Lead Managers**) acted as joint lead managers to the Placement under which they are entitled to receive:

(a) 6% of the gross proceeds from the Placement (other than in respect of funds received from the Directors, clients of Viaticus Capital, management of the Company or the Company's existing Shareholders); and

(b) 37,500,000 Options, each with an exercise price of $0.04 and an expiry date of 3 years from the date of issue (**Joint Lead Manager Options**), subject to Shareholder approval for the purposes of Listing Rule 7.1 (which is sought under Resolution 15).

Refer to the Company's ASX announcements on 15 September 2026 for further details of the Placement.

As set out in those announcements, following the Meeting, the Company intends to undertake an entitlement issue of options (at an issue price of $0.001 each, with an exercise price of $0.025 each and expiring 6 months from issue) on a 1-for-4 basis to all eligible shareholders on the register at a record date to be set after the Meeting. Further details regarding the proposed entitlement issue of options will be released to the market following the Meeting.

9 Resolutions 8 and 9 – Ratification of issue of Tranche 1 Placement Shares to professional and sophisticated investors under Listing Rules 7.1 and 7.1A

9.1 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 5.2 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**). Shareholders approved this additional capacity at the Company's last annual general meeting.

Given the issue of the Tranche 1 Placement Shares does not fit within any of the exceptions and it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date on which the Company issued the Placement Shares.

Additionally, as the issue of the Tranche 1 Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the period ending on the earliest of:

(a) the date that is 12 months after the last annual general meeting at which the Listing Rule 7.1A Mandate was approved;

(b) the time and date of the next annual general meeting; and

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(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking),

(**Listing Rule 7.1A Mandate Expiry Date**).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A and therefore seeks Shareholder approval to ratify the issue of Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

9.2 Consequences of passing Resolutions 8 and 9

If Resolutions 8 and 9 are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval:

(a) under Listing Rule 7.1 for the 12-month period following the date the Company issued the Placement Shares pursuant to the Placement; and

(b) under Listing Rule 7.1A for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolutions 8 and 9 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rules 7.1 and 7.1A for the periods noted immediately above.

9.3 Information required by Listing Rule 7.5

The following information in relation to the Tranche 1 Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) the Tranche 1 Placement Shares were issued to new and existing institutional, sophisticated and high-net-worth investors qualifying under section 708 of the Corporations Act, each of which is an unrelated party of the Company. The placees were selected following a bookbuild process by the Joint Lead Managers. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company under tranche 1 of the Placement;

(b) a total of 168,000,000 Tranche 1 Placement Shares were issued, comprising:

  (i) 93,554,946 Placement Shares issued under Listing Rule 7.1, ratification of which is sought under Resolution 8; and

  (ii) 74,445,054 Placement Shares issued under Listing Rule 7.1A, ratification of which is sought under Resolution 9;

(c) the Tranche 1 Placement Shares are all fully paid ordinary shares in the capital of the Company ranking equally in all respects with existing fully paid ordinary shares on issue;

(d) 168,000,000 Tranche 1 Placement Shares were issued on 22 September 2026;

(e) the Tranche 1 Placement Shares were issued at an issue price of $0.02 each;

(f) the Placement Shares were issued for the purpose of raising approximately $3,360,000 (before costs) to be used as set out in Section **8** above;

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(g) the Tranche 1 Placement Shares were issued to investors pursuant to standard form placement commitment letters;

(h) the Company confirms the issue and agreement to issue the Tranche 1 Placement Shares did not breach Listing Rules 7.1 and 7.1A; and

(i) a voting exclusion applies in respect of Resolutions 8 and 9 as set out in the Notice.

9.4 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 8 and 9.

The Chair intends to vote all available undirected proxies in favour of Resolutions 8 and 9.

10 Resolution 10 – Issue of Tranche 2 Placement Shares to unrelated professional and sophisticated investors

10.1 Background

A summary of Listing Rule 7.1 is set out in Section 5.2 of the Explanatory Memorandum above.

Resolution 10 seeks Shareholder approval for the proposed issue of the Tranche 2 Placement Shares to unrelated professional and sophisticated investors under and for the purposes of Listing Rule 7.1 given the proposed issue of these Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1.

For the avoidance of doubt, Resolution 10 does not include the proposed issue of Tranche 2 Placement Shares to the Directors (or their respective nominees), which is the subject of Resolutions 11 to 13 (inclusive).

10.2 Consequences of passing Resolution 10

If Resolution 10 is passed:

(a) the Company will be able to proceed with the issue of up to 49,500,000 Tranche 2 Placement Shares to unrelated professional and sophisticated investors;

(b) the Company will raise up to approximately $990,000 (before costs) towards the $4,500,000 (before costs) Placement;

(c) the total number of Shares on issue will increase from 916,950,545 as at the date of this Notice up to 966,450,545 (each on an undiluted basis) and the existing Shareholders' holdings will be diluted by up to 5.12% on an undiluted basis; and

(d) the 49,500,000 Tranche 2 Placement Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company:

(a) the Company will not be able to proceed with issue of Tranche 2 Placement Shares to professional and sophisticated investors;

(b) will not receive the up to $990,000 (before costs) in subscription monies for those Tranche 2 Placement Shares and, in the absence of obtaining alternative funding on terms acceptable to the Company (which cannot be guaranteed), the Company may be unable to undertake its planned exploration programs in full. Additionally, the Company will not be able to apply the relevant proportion of subscription monies for the Tranche 2 Placement Shares in settlement of

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outstanding fees payable to certain members of management who participated in the Placement, and the Company will need to pay those outstanding fees in cash.

10.3 Information Requirements – Listing Rule 7.3

The following information in relation to the Tranche 2 Placement Shares the subject of Resolution 10 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) the Tranche 2 Placement Shares the subject of Resolution 10 will be issued to new and existing institutional, sophisticated and high-net-worth investors qualifying under section 708 of the Corporations Act, each of which is an unrelated party of the Company. The placees were selected following a bookbuild process by the Joint Lead Managers. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company, other than Mr Colin Petroulas who has been issued 19,525,000 Tranche 1 Placement Shares, and has subscribed for an additional 5,475,000 Tranche 2 Placement Shares;

(c) the Company will issue up to 49,500,000 Tranche 2 Placement Shares;

(d) the Tranche 2 Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;

(e) the Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting;

(f) the Tranche 2 Placement Shares will be issued at an issue price of $0.02 each (being the same issue price as the Tranche 1 Placement Shares);

(g) the purpose of the issue of the Tranche 2 Placement Shares is to raise up to approximately $990,000 (before costs), which will be used to be used as set out in Section 8; and

(h) a voting exclusion applies in respect of this Resolution as set out in the Notice of Meeting.

10.4 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 10.

The Chair intends to vote all available undirected proxies in favour of Resolution 10.

11 Resolutions 11 to 14 (inclusive) – Issue of Tranche 2 Placement Shares to Directors (or their respective nominees)

11.1 Background

Related parties of the Company have subscribed for an aggregate of 7,500,000 Tranche 2 Placement Shares as follows:

(a) 5,000,000 Tranche 2 Placement Shares subscribed for by Mr Gavin Rezos (Director) (subject to Shareholder approval sought under Resolution 11);

(b) 1,000,000 Tranche 2 Placement Shares subscribed for by Mrs Danielle Kelly (Director) (subject to Shareholder approval sought under Resolution 12);

(c) 625,000 Tranche 2 Placement Shares subscribed for by Mr Kell Nielsen (Director) (subject to Shareholder approval sought under Resolution 13); and

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(d) 875,000 Tranche 2 Placement Shares subscribed for by Mr Bayard Rezos (Related Party) (subject to Shareholder approval sought under Resolution 14).

11.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(i) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain shareholder approval; or

(a) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, the Directors are all related parties of the Company by virtue of section 228(2) of the Corporations Act, and Mr Bayard Rezos is a related party of the Company by virtue of section 228(3) as his father is Mr Gavin Rezos, a Director of the Company. Resolutions 11 to 14 (inclusive) relate to the proposed issue of Tranche 2 Placement Shares to the related parties, which constitutes a financial benefit that would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require Shareholder approval for the purposes of section 208 of the Corporations Act.

The Directors have considered the Resolutions which relate to their fellow Directors (and Mr Bayard Rezos) and (abstaining in respect of their own Resolution) determined that the issue of Tranche 2 Placement Shares is on arm's length terms for the purposes of the exception in section 210 of the Corporations Act given the Directors are participating in the Placement on the same terms as all other unrelated professional and sophisticated investors.

Therefore, Shareholder approval for the purposes of section 208 of the Corporations Act is not required for the issue of Tranche 2 Placement Shares to any of the related parties (or their respective nominees).

11.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- 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 (Listing Rule 10.11.2);
- 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 pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- 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 Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Tranche 2 Placement Shares to the related parties (or their respective nominees) falls within Listing Rule 10.11.1, and does not fall within any of the exceptions in Listing Rule 10.12. The proposed issues therefore require the approval of Shareholders under Listing Rule 10.11.

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11.4 Consequences of passing Resolutions 11 to 14 (inclusive)

The Company has agreed that a portion of relevant related party's subscription moneys for their respective subscriptions for Tranche 2 Placement Shares will be set-off against outstanding fees, in settlement of those debts owing.

If Resolution 11 is passed:

(a) the Company will be able to proceed with the issue of up to 5,000,000 Tranche 2 Placement Shares to Mr Gavin Rezos (or his nominee(s));

(b) the Company will raise up to $100,000 (before costs), $22,500 of which will be set-off against outstanding fees payable by the Company to Mr Gavin Rezos; and

(c) the impact on Mr Gavin Rezos' voting power in the Company is as outlined in the table below.

If Resolution 12 is passed:

(a) the Company will be able to proceed with the issue of up to 1000,000 Tranche 2 Placement Shares to Mrs Danielle Kelly (or her nominee(s));

(b) the Company will raise up to $20,000 (before costs), $12,500 of which will be set-off against outstanding fees payable by the Company to Mrs Danielle Kelly; and

(c) the impact on Mrs Danielle Kelly's voting power in the Company is as outlined in the table below.

If Resolution 13 is passed:

(a) the Company will be able to proceed with the issue of up to 625,000 Tranche 2 Placement Shares to Mr Kell Nielsen (or his nominee(s));

(b) the Company will raise up to $12,500 (before costs), all of which will be set-off against outstanding fees payable by the Company to Mr Kell Nielsen; and

(c) the impact on Mr Kell Nielsen's voting power in the Company is as outlined in the table below.

If Resolution 14 is passed:

(a) the Company will be able to proceed with the issue of up to 875,000 Tranche 2 Placement Shares to Mr Bayard Rezos (or his nominee(s));

(b) the Company will raise up to $17,500 (before costs), $16,750 of which will be set-off against outstanding fees payable by the Company to Mr Bayard Rezos; and

(c) the impact on Mr Bayard Rezos' voting power in the Company is as outlined in the table below.

The impact of passing Resolutions 11 to 14 (inclusive) on the relevant Director's voting power in the Company is set out in the following table. This table assumes that Resolution 10 (regarding the issue of Tranche 2 Placement Shares to unrelated sophisticated and professional investors) is passed, and that no Options or Performance Rights in the Company are exercised.

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Related party	Current number of Shares	Number of Tranche 2 Placement Shares	Voting power in the Company as at the date of this Notice (undiluted basis)	Voting power in the Company if Resolutions 11 to 14 (inclusive) are passed (undiluted basis)
Mr Gavin Rezos	152,158,000	5,000,000	16.64%	15.38%
Mrs Danielle Kelly	825,000	1,000,000	0.09%	0.18%
Mr Kell Nielsen	1,968,750	625,000	0.22%	0.25%
Mr Bayard Rezos	3,676,701	875,000	0.41%	0.50%

If any of Resolutions 11 to 14 (inclusive) are not passed, the Company will not be able to proceed with the issue of Tranche 2 Placement Shares to the relevant related party (or their nominee(s)) and, in the absence of obtaining alternative funding on terms acceptable to the Company (which cannot be guaranteed), the Company may be unable to undertake its planned exploration programs in full. Additionally, the Company will not be able to apply the relevant proportion of the relevant related party's subscription monies for the Tranche 2 Placement Shares in settlement of outstanding fees payable, and the Company will need to pay those outstanding fees in cash.

11.5 Information Requirements – Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the Tranche 2 Placement Shares will be issued to related parties of the Company (or their respective nominees), as noted above;

(b) each of the Directors is a Listing Rule 10.11.1 party;

(c) Mr Bayard Rezos is a Listing Rule 10.11.1 party;

(d) the maximum number of Tranche 2 Placement Shares that will be issued to the related parties (or their respective nominees) is as follows:

(i) Mr Gavin Rezos (or his nominee(s)): 5,000,000 Tranche 2 Placement Shares;

(ii) Mrs Danielle Kelly (or her nominee(s)): 1,000,000 Tranche 2 Placement Shares;

(iii) Mr Kell Nielsen (or his nominee(s)): 625,000 Tranche 2 Placement Shares; and

(iv) Mr Bayard Rezos (or his nominee(s)): 875,000 Tranche 2 Placement Shares;

(d) the Tranche 2 Placement Shares are fully paid ordinary shares in the Company;

(e) the Tranche 2 Placement Shares will be issued to the related parties (or their respective nominees) on a date which will be no later than one month after the date of this Meeting;

(f) the Tranche 2 Placement Shares will be issued at an issue price of $0.02 each, being the same price as the Shares issued to unrelated parties under the Placement;

(g) the purpose of the issue of the Tranche 2 Placement Shares is to raise up to approximately $150,000 in aggregate (before costs), which will be used as set out in Section 8 above;

(h) the issue of the Tranche 2 Placement Shares to the Directors and Mr Bayard Rezos is not intended to remunerate or incentivise those persons; and

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(i) a voting exclusion statement applies to Resolutions 11 to 14 (inclusive) as set out in the Notice.

If approval is given for the issue of the Tranche 2 Placement Shares to the related parties (or their respective nominees) under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

11.6 Board recommendation

The Directors (in the absence of Mr Gavin Rezos) recommend that Shareholders vote in favour of Resolutions 11 and 14.

The Directors (in the absence of Mrs Danielle Kelly) recommend that Shareholders vote in favour of Resolution 12.

The Directors (in the absence of Mr Kell Nielsen) recommend that Shareholders vote in favour of Resolution 13.

The Chair intends to vote all available undirected proxies in favour of Resolutions 11 to 14 (inclusive).

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 11 to 14 (inclusive).

12 Resolution 15 – Issue of Options to Joint Lead Managers (or their respective nominees)

12.1 Background

As set out in Section 8 above, the Joint Lead Managers acted as lead managers to the Placement. In connection with their role, they are entitled to receive 37,500,000 Joint Lead Manager Options (in aggregate), subject to Shareholder approval which is sought pursuant to Resolution 15.

The Joint Lead Manager Options will be issued as follows:

(a) 18,750,000 to Euroz Hartleys Ltd (or its nominee(s)); and

(b) 18,750,000 to Alpine Capital Pty Ltd (or its nominee(s)).

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares it had on issue at the start of that period.

The proposed issue of Joint Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

12.3 Consequences of passing Resolution 15

Resolution 15 seeks the required Shareholder approval for the proposed issue of the Joint Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 15 is passed:

(a) the Company will be able to proceed with the issue of up to 37,500,000 Joint Lead Manager Options to the Joint Lead Managers (or their respective nominees); and

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(b) assuming the Joint Lead Manager Options are exercised, the Company will receive $1,500,000 in cash through payment of the exercise price; and

(c) the Joint Lead Manager Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 15 is not passed, the Company will not be able to proceed with the issue of Joint Lead Manager Options.

12.4 Information required by Listing Rule 7.3

The following information in relation to Resolution 15 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) the Joint Lead Manager Options will be issued to the Joint Lead Managers (or their respective nominees), which are not related parties of the Company;

(b) the Company will issue up to 37,500,000 Joint Lead Manager Options as follows:

(i) 18,750,000 to Euroz Hartleys Ltd (or its nominee(s)); and

(ii) 18,750,000 to Alpine Capital Pty Ltd (or its nominee(s));

(c) the material terms of the Joint Lead Manager Options are set out in Annexure B to the Explanatory Memorandum;

(d) the Joint Lead Manager Options will be issued no later than three months after the date of the Meeting;

(e) the Joint Lead Manager Options are being issued as part of the fees payable to the Joint Lead Managers for acting as lead managers to the Placement; and

(f) a voting exclusion applies in respect of Resolution 15 as set out in the Notice of Meeting.

12.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 15.

The Chair intends to vote all available undirected proxies in favour of Resolution 15.

13 Resolution 16 – Approval of Employee Awards Plan

13.1 Purpose of the Plan

The Directors considered that it was desirable to establish an incentive plan under which persons who are employees or directors of, or individuals who provide services to, a Group Company (**Eligible Participants**) may be offered the opportunity to subscribe for Shares, Options or Performance Rights in the Company (**Incentives**) in order to increase the range of potential incentives available to them and to strengthen links between the Company and Eligible Participants and accordingly adopted the Employee Awards Plan (**Plan**).

The Plan is designed to provide Incentives to Eligible Participants and to recognise their contribution to the Company's success. The Directors consider that the proposed Incentives under the Plan are a cost-effective and efficient incentive for the Company, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. To enable the Company to secure Eligible Participants who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The Plan is designed to achieve this objective, by encouraging continued

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improvement in performance over time and by encouraging personnel to acquire and retain shareholdings in the Company.

Under the Plan, the Board may offer Eligible Participants the opportunity to subscribe for such number of Incentives as the Board may decide and on the terms set out in the rules of the Plan, a summary of which is set out in Annexure C to this Explanatory Memorandum and in the offer made to the Eligible Participants under the Plan. Incentives issued under the Plan will be offered to Eligible Participants on the basis of the Board's view of the contribution of that Eligible Participant to the Company.

The maximum number of Incentives proposed to be issued under the Plan for the purposes of Listing Rule 7.2 Exception 13(b) if Resolution 16 is passed is 92,000,000 Incentives. Once this number is reached, any further issue of Incentives (or agreement to issue Incentives) under the Plan will erode the Company's Listing Rule 7.1 capacity (if any) or the Company will need to seek fresh approval from Shareholders if the subsequent issue of Incentives is to fall within Listing Rule 7.2 Exception 13.

13.2 Shareholder approval requirements

Shareholder approval is sought under Listing Rule 7.2 Exception 13(b) and for all other purposes for the approval of the Plan and the issue of Incentives under the Plan.

Shareholder approval is required if any issue of Incentives pursuant to the Plan is to fall within the exception to the calculation of the 25% limit imposed by Listing Rules 7.1 and 7.1A on the number of Equity Securities which may be issued without Shareholder approval. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 Exception 13(b) which provides that Listing Rules 7.1 and 7.1A do not apply to an issue of Equity Securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years of the date of issue.

Listing Rule 7.2 Exception 13(b) will only be available if and to the extent that the number of Equity Securities issued under the Plan does not exceed the maximum number set out in this Notice (being a maximum of 92,000,000 Incentives), and will cease to be available if there is a material change to the terms of the Plan from those set out in Annexure C to this Explanatory Memorandum.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan.

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-backs, including an "employee share buy-back". In order for the Company to undertake a buy-back of Incentives under the Plan (for example, if Incentives held by an Eligible Participant become subject to compulsory divestiture in accordance with the Plan) using this simplified procedure, the Plan must be approved by Shareholders.

13.3 Information requirements under Listing Rule 7.2 Exception 13(b)

In accordance with the requirements of Listing Rule 7.2 Exception 13(b), the following information is provided to Shareholders:

(a) a summary of the terms of the Plan is contained in Annexure C to this Explanatory Memorandum;

(b) this is the first approval sought under Listing Rule 7.2 Exception 13(b) with respect to the Plan;

(c) the maximum number of Incentives proposed to be issued under the Plan for the purposes of Exception 13(b) to Listing Rule 7.2 following approval of this Resolution is 92,000,000 Incentives; and

(d) a voting exclusion statement has been included in the Notice for the purposes of this Resolution.

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13.4 Consequences of passing the Resolution

If Resolution 16 is passed, the Company will be able to issue Incentives under the Plan up to the maximum number set out in this Notice and those Incentives will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1 and Listing Rule 7.1A.

While the Company has no specific plan to undertake an employee share buy-back in relation to any Incentives currently on issue, Resolution 16 provides the Company the authority to do so in an efficient manner if it is necessary to do so in the future. Therefore, if Resolution 16 is passed, any share buy-back undertaken in accordance with the terms of the Plan will constitute an “employee share buy-back" for the purposes of the Corporations Act, enabling the Company to undertake a buy-back of Incentives without the need for separate shareholder approval at the time of the buy-back, subject to any applicable limits imposed by the Corporations Act. This would apply to any Incentives currently on issue and any Incentives issued after Resolution 16 is passed.

If Resolution 16 is not passed, the Company will be able to proceed to issue Incentives under the Plan, however the issue of those Incentives will not fall within the exception to the calculation of the 25% limit imposed by Listing Rules 7.1 and 7.1A and therefore effectively decreases the number of Equity Securities which may be issued without Shareholder approval.

13.5 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 16.

The Chair intends to vote all available undirected proxies in favour of Resolution 16.

14 Resolutions 17 and 18 – Issue of Fee Shares to Mrs Danielle Kelly and Mr Kell Nielsen (Directors) or their respective nominees

14.1 Background

Pursuant to the Company’s services agreements with Mrs Danielle Kelly and Mr Kell Nielsen (the **Relevant Directors**), the Company has agreed to issue $50,000 worth of Shares to each Relevant Director (or their respective nominees) per annum (**Fee Shares**).

The number of Fee Shares were calculated based on the 10-day VWAP prior to the Relevant Director’s date of appointment, resulting in the following Fee Shares proposed to be issued:

(a) up to 1,914,640 Fee Shares to be issued to Mrs Danielle Kelly (or her nominee(s)), subject to Resolution 17 being passed; and

(b) up to 1,914,640 Fee Shares to be issued to Mr Kell Nielsen (or his nominee(s)), subject to Resolution 18 being passed.

The purpose of the issue of Fee Shares is to:

(c) remunerate the Relevant Directors in a cost-effective means, which preserves the Company’s cash position;

(d) link the remuneration of the Relevant Directors to performance and the creation of Shareholder value;

(e) align the interests of the Relevant Directors more closely with the interests of Shareholders by providing an opportunity for the Relevant Directors to receive an equity interest in the form of Share Rights and underlying Shares;

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(f) provide the Relevant Directors with the opportunity to share in any future growth in value of the Company; and

(g) provide greater incentive for the Relevant Directors to focus on the Company's longer-term goals.

The Fee Shares will be issued to the Relevant Directors (or their respective nominees) in arrears at the end of each 12-month service period for the initial three years of that Relevant Director's service. Where a Relevant Director has been engaged by the Company for less than 12 months in any particular year, that Relevant Director will be entitled to a pro-rata proportion of Fee Shares which reflects the proportion of the year that the Relevant Director was engaged.

14.2 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Relevant Directors is a related party of the Company.

The Relevant Directors have determined that they do not have a material personal interest in the proposed issue of Fee Shares to the other Relevant Director.

The Board (in the absence of Mrs Danielle Kelly) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Fee Shares to Mrs Danielle Kelly (or her nominee(s)) as the issue forms part of her remuneration package and is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

The Board (in the absence of Mr Kell Nielsen) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Fee Shares to Mr Kell Nielsen (or his nominee(s)) as the issue forms part of his remuneration package and is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

14.3 Total remuneration package of Relevant Directors

The Relevant Directors' total remuneration package for the current financial year is set out below. The table below assumes that the Fee Shares the subject of the Resolutions 17 and 18 are issued. The Relevant Directors' fees per annum may increase over the three-year period which the Fee Shares may be issued (if Resolutions 17 and 18 are approved).

Relevant Director	Fees p.a. (inclusive of superannuation) (A$)	Value of Fee Shares (A$)	Total financial benefit (A$)
Mrs Danielle Kelly	$50,000	$50,000	$100,000
Mr Kell Nielsen	$50,000	$50,000	$100,000

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14.4 Information Requirements – Listing Rule 10.14

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

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of Fee Shares to the Relevant Directors (or their respective nominees) pursuant to Resolutions 17 and 18 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

14.5 Consequences of passing the Resolutions

If Resolution 17 is passed, the Company will issue up to 1,914,640 Fee Shares to Mrs Danielle Kelly or her nominee(s) over the three-year period from February 2027, as noted above.

If Resolution 17 is not passed, the Company will not issue Fee Shares to Mrs Danielle Kelly or her nominee(s) and the Company may need to consider alternative ways to remunerate Mrs Danielle Kelly, including by the payment of additional cash fees.

If Resolution 18 is passed, the Company will issue up to 1,914,640 Fee Shares to Mr Kell Nielsen or his nominee(s) over the three-year period from February 2027, as noted above.

If Resolution 18 is not passed, the Company will not issue Fee Shares to Mr Kell Nielsen or his nominee(s) and the Company may need to consider alternative ways to remunerate Mr Kell Nielsen, including by the payment of additional cash fees.

14.6 Information Requirements – Listing Rule 10.15

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

(a) the Fee Shares will be issued to Mrs Danielle Kelly and Mr Kell Nielsen (or their respective nominees) as noted above;

(b) each of Mrs Danielle Kelly and Mr Kell Nielsen is a Director of the Company falling within Listing Rule 10.14.1, and their respective nominees are Listing Rule 10.14.2 parties because they are Associates of a Director of the Company;

(c) the maximum number of Fee Shares to be issued to each of Mrs Danielle Kelly and Mr Kell Nielsen (or their respective nominees) in any year is:

  (i) 1,914,640 Fee Shares to Mrs Danielle Kelly (or her nominee(s)); and

  (ii) 1,914,640 Fee Shares to Mr Kell Nielsen (or his nominee(s));

(d) the issue of the Fee Shares the subject of Resolutions 17 and 18 is intended to remunerate Mrs Danielle Kelly and Mr Kell Nielsen (as applicable), whose current total remuneration packages are set out above in Section 14.3;

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(e) no Equity Securities have previously been issued to the Relevant Directors or their respective nominees under the Plan;

(f) the Fee Shares will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the existing Shares on issue;

(g) the Company has selected Fee Shares as the form of remuneration because the issue of Fee Shares is a cost-effective way for the Company to remunerate its non-executive Directors, as opposed to additional cash remuneration, and will assist the Company to further align the interests of non-executive Directors with the interests of Shareholders while maintaining the Company's cash reserves;

(h) the Fee Shares will be issued on a date which will be no later than three years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;

(i) while the Fee Shares will have a deemed issue price, the Fee Shares will be issued for no cash consideration;

(j) a summary of the material terms of the Plan under which the Fee Shares will be issued is set out in Annexure C to this Explanatory Memorandum;

(k) no loan will be made to the Relevant Directors in relation to the issue of the Fee Shares;

(l) details of any Equity Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14 (as appropriate);

(m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under that Listing Rule 10.14; and

(n) a voting exclusion statement applies to Resolutions 17 and 18 as set out in this Notice.

14.7 Board recommendation

The Directors (in the absence of Mrs Danielle Kelly) recommend that Shareholders vote in favour of Resolution 17.

The Directors (in the absence of Mr Kell Nielsen) recommend that Shareholders vote in favour of Resolution 18.

The Chair intends to vote all available undirected proxies in favour of Resolutions 17 and 18.

15 Resolution 19 – Approval of Additional 10% Placement Capacity

15.1 Background

A summary of Listing Rule 7.1 is set out in Section 5.2 above and a summary of Listing Rule 7.1A is set out in Section 9.1 above.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes given it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $16.5 million as at the date of this Notice.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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If Resolution 19 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 19 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 set out in Listing Rule 7.1.

15.2 The number of Equity Securities which may be issued pursuant to the Listing Rule 7.1A Mandate

Subject to Shareholder approval being obtained under this Resolution (and assuming Resolutions 10 to 14 (inclusive) are passed, Tranche 2 of the Placement settles and no Options or Performance Rights are exercised), 97,395,054 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A.

Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Listing Rule 7.1A Mandate is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

That formula is:

(A x D) – E

A is the number of Shares on issue 12 months immediately preceding the date of issue or agreement to issue (**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 exceptions 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:

(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 Rules 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 or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;

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

(e) plus the number of partly paid Shares that become fully paid in the Relevant Period; 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 an entity's 15% placement capacity.

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D is 10%; and

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 to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

15.3 Specific information required by Listing Rule 7.3A

(a) If the Resolution is passed, the Listing Rule 7.1A Mandate will be valid during the period 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; and

(iii) the time and date on which the Company receives approval by Shareholders for 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),

(**Approval Period**).

(b) The Equity Securities to be issued will be in an existing class of quoted securities and will be issued for cash consideration at an issue price per Equity Security of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the 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 (i) above, the date on which the Equity Securities are issued.

(c) The Shares will be issued for the purposes of progressing exploration (including drilling costs, camp costs, assays, till surveys, aeromagnetic and Lidar interpretation and mapping), as well as towards working capital.

(d) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the Listing Rule 7.1A Mandate, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also 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 the Listing Rule 7.1A Mandate was approved; 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 of the Equity Securities.

The table below demonstrates the potential dilution of existing Shareholders in three differing scenarios.

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Variable 'A' (refer above for calculation)		Dilution		
		$0.0085 **Issue Price at half the current market price**	$0.017 **Issue Price at current market price**	$0.034 **Issue Price at double the current market price**
Current Variable 'A' **916,950,545 Shares**	**Shares issued**	91,695,054	91,695,054	91,695,054
	Funds raised	$779,4075	$1,558,816	$3,117,632
	Dilution	10%	10%	10%
50% increase in current Variable 'A' **1,375,425,818 Shares**	**Shares issued**	137,542,581	137,542,581	137,542,581
	Funds raised	$1,558,816	$2,338,2234	$4,676,448
	Dilution	10%	10%	10%
100% increase in current Variable 'A' **1,833,901,090 Shares**	**Shares issued**	183,390,109	183,390,109	183,390,109
	Funds raised	$1,558,816	$3,117,632	$6,235,264
	Dilution	10%	10%	10%

Note: *This table assumes:*

- *The issue price is the current market price ($0.017), being the closing price of the Shares on ASX on 1 October 2026.*
- *No Options are exercised before the date of the issue of the Equity Securities.*
- *The issue of Equity Securities under the Listing Rule 7.1A Mandate consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.*
- *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.*
- *The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.*
- *This table does not set out any dilution pursuant to ratification under Listing Rule 7.4.*

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) The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case-by-case basis having regard to market conditions at the time of the proposed issue of

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Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

(i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;

(ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;

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

(iv) advice from the Company's professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Listing Rule 7.1A Mandate have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.

(f) The Company has previously issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. A total of 13,434,341 Equity Securities were issued or agreed to be issued, which represents approximately 5.72% of the total number of Equity Securities on issue at the commencement of that 12-month period.

(g) The details of each issue or agreement to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting are set out below.

Item	Information	
Date of issue/agreement to issue	24 March 2026	15 September 2026
Type of Equity Securities	Shares	Shares
Number issued/agreed to be issued	13,434,341 Shares	74,445,054 Shares
Summary of Terms of Equity Securities	Fully paid ordinary Shares in the capital of the Company and ranking equally in all respects with the existing fully paid ordinary Shares on issue.	
Recipient of Equity Securities (or basis on which they were identified or selected)	Existing shareholders, clients of Viaticus Capital and Manhattan Directors.	Existing shareholders, clients of Euroz Hartleys, Alpine Capital Pty, Leeuwin Wealth, and Manhattan Directors.
Issue Price and discount to closing market price on date of issue/agreement to issue (if any)	$0.024 per Share	$0.02 per Share
Total cash consideration received, the amount of that cash that has been spent, what it was spent on, and	**Amount received:** $322,424.18 (before costs)	**Amount received:** $1,488,901.08 (before costs)

Item	Information	
what is the intended use for the remaining amount of that cash (if any)	**Amount spent**: $322,424 **Use of funds**: Establishing an exploration camp and conducting reverse circulation and diamond drilling across key prospects at the Hook Lake Project and general working capital. **Amount remaining**: Nil	**Amount spent**: Nil **Use of funds**: Refer to Section 8. **Amount remaining**: $1,488,901.08

15.4 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 19.

The Chair intends to vote all available undirected proxies in favour of Resolution 19.

16 Resolution 20 – Amendment to Constitution to adopt proportional takeover approval provisions

16.1 Background

The Corporations Act permits a company to include in its constitution provisions requiring that a proportional or partial takeover bid (i.e. an offer for less than 100% of the shares but for the same proportion of each shareholder's shares) be approved by a majority of shareholders, before it may proceed (these provisions are referred to as **proportional takeover approval provisions**). In effect, the approval of Resolution 20 will enable the Company to refuse to register transfers of Shares acquired under a proportional takeover bid unless that bid is approved by a majority of shareholders.

The Constitution previously contained provisions dealing with proportional takeover bids. Those provisions were incorporated into the Constitution following approval at the Company's 2018 annual general meeting held on 30 November 2018. However, pursuant to section 648G(3) of the Corporations Act, those provisions ceased to have effect and were omitted from the Constitution three years after that date, being 30 November 2021.

Resolution 20 therefore seeks Shareholder approval for the re-insertion of the proportional takeover approval provisions into the Constitution in the same form approved by Shareholders at the 2018 annual general meeting.

The full text of the proposed amendments is set out in Annexure D to this Explanatory Memorandum.

Resolution 20 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution in order to be passed.

16.2 Section 648G of the Corporations Act

The following information is provided pursuant to section 648G of the Corporations Act.

(a) **Operation of the proportional takeover approval provisions**

By re-inserting the proposed proportional takeover approval provisions into the Constitution as set out in Annexure D to this Explanatory Memorandum, the registration of a transfer of Shares acquired under a proportional takeover bid will be prohibited unless an approving resolution is passed by Shareholders in the Company in the manner provided in the proposed proportional takeover approval provisions**.**

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The proportional takeover approval provisions do not apply to a takeover bid for all of the Shares of the Company.

If the proposed proportional takeover approval provisions are adopted and a proportional takeover bid is subsequently made for Shares in the Company, the Directors must seek Shareholder approval by a majority vote to register transfers of Shares under the proportional takeover bid. The Shareholder approval must be obtained at a general meeting of Shareholders.

Those Shareholders who are entitled to vote at the general meeting are the Shareholders (other than the bidder and its associates) who are recorded on the register of members of the Company at the end of the day on which the first of the offers under the proportional takeover bid is made.

The resolution must be voted on at least 14 days before the last day of the offer period under the proportional takeover bid. The resolution will be passed if more than 50 percent of eligible votes are cast in favour of the approval. If no such resolution has been voted on at least 14 days before the last day of the bid period, then a resolution to approve the registration of transfers under the bid is taken to have been passed.

If such a resolution has been voted on at least 14 days before the last day of the bid period but the resolution is not passed by a majority of the Shares voted, then the offer will be deemed to be withdrawn and the registration of any transfer of Shares resulting from acceptances under the offer will be prohibited. Acceptances will be returned and any contracts formed by acceptance will be rescinded. If the resolution is approved, transfers of Shares to the bidder will be registered provided they comply with the other provisions of the Constitution.

The proposed proportional takeover approval provisions will expire three years after the date of their adoption, unless renewed by Shareholders by special resolution.

(b) **Current acquisition proposals**

As at the date of this Notice, other than a result of [Mr Colin Petroulas' participation in the Placement, none of the Directors are aware of a proposal by a person to acquire, or to increase the extent of, a substantial holding in the Company.

(c) **Advantages of proportional takeover approval provisions to Shareholders**

Potential advantages to Shareholders of the inclusion of proportional takeover approval provisions in the Constitution are set out below:

(i) The proportional takeover approval provisions may enable Shareholders to act together and so avoid the coercion of Shareholders that might otherwise arise where they believe offers under a proportional takeover bid are inadequate, but nevertheless accept through concern that a significant number of other Shareholders will accept.

(ii) The proportional takeover approval provisions may provide Shareholders with protection against being coerced into accepting an offer under a proportional takeover bid at a high premium where the bidder indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price. This puts pressure on Shareholders to accept an offer under the initial takeover bid in order to maximise their returns.

(iii) If a proportional takeover bid is made, the proportional takeover approval provisions may make it more probable that a bidder will set its offer price at a level that will be attractive to at least a majority of Shareholders.

(iv) The body of Shareholders may more effectively advise and guide the Directors' response to a proportional takeover bid, and knowing the view of the majority of Shareholders may assist individual Shareholders to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

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(v) The proportional takeover approval provisions may make it more probable that any takeover bid will be for the whole shareholding of each Shareholder, so that Shareholders may have the opportunity of disposing of all their Shares rather than only a proportion.

(d) **Disadvantages of the proportional takeover approval provisions to Shareholders**

Potential disadvantages to Shareholders of the inclusion of proportional takeover approval provisions in the Constitution are set out below:

(i) The proportional takeover approval provisions may tend to discourage proportional takeover bids by placing obstacles in their way, thus reducing the opportunity for Shareholders to sell a portion of their holding.

(ii) It is possible that the existence of the proportional takeover approval provisions might have an adverse effect on the market value of the Company's Shares by making a proportional takeover bid less likely thus reducing any takeover speculation element in the Share price.

(iii) An individual Shareholder who wishes to accept an offer under a proportional takeover bid will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover bid (which may be viewed as an additional restriction on the ability of individual Shareholders to deal freely in their Shares).

(iv) If a proportional takeover bid is made, the Company will incur the cost of calling a meeting of Shareholders.

(e) **Advantages and disadvantages of the proportional takeover approval provisions for the Directors**

Potential advantages and disadvantages to the Directors of the inclusion of proportional takeover approval provisions in the Constitution are set out below:

(i) If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.

(ii) On the other hand, under the proportional takeover approval provisions, if a proportional takeover bid is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that offers under the proportional takeover bid should be accepted.

(iii) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid on behalf of the Company. Under the proportional takeover approval provisions, the most effective view on a proportional takeover bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.

(iv) The proportional takeover approval provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

(f) **Reasons for proposing the Resolution**

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution to Shareholders, to give Shareholders an opportunity to take advantage of the protections which the proportional takeover approval provisions offer, if a proportional takeover bid is made.

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16.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 20.

The Chair intends to vote all available undirected proxies in favour of Resolution 20.

17 Resolution 21 – Issue of STI Shares to Mr Bayard Rezos (Related Party) or his nominee(s)

17.1 Background

The Company has entered into a consultancy agreement (**Consultancy Agreement**) with Mr Bayard Rezos, pursuant to which Mr Bayard Rezos is engaged to act as General Manager (**GM**) of the Company. The material terms of the Consultancy Agreement are set out in Section 17.2 below.

As part of Mr Bayard Rezos' short-term incentive (**STI**) entitlement under the Consultancy Agreement, he is entitled to receive 500,000 Shares for each $1,000,000 of capital raised by the Company during the period from his appointment up to and including 31 December 2026. The STI is a performance-based equity incentive designed to align the GM's contractual remuneration with capital raising outcomes and incentivise successful execution of the Company's funding strategy.

Following announcement of the Company's Placement to raise up to $4,500,000 (as described in Section 8 above), the GM may be issued up to 2,000,000 Shares pursuant to his STI entitlement (**STI Shares**). The exact number of STI Shares to which he is entitled is subject to Tranche 2 of the Placement settling (which, is in turn subject to Resolutions 10 to 14 (inclusive) being passed).

17.2 Material terms of Consultancy Agreement

Item	Details
Term and role	The engagement is for an initial 12-month term, continuing thereafter unless terminated in accordance with the Consultancy Agreement. Mr Bayard Rezos is to undertake the role of a general manager, to plan, organise, direct, control and review the day-to-day operations of the Company and major functions including undertaking investor relations work, operations support work, regulatory and ASX reporting oversight (continuous disclosure obligations) and assist in capital raisings and M&A work.
Remuneration	The GM receives a consulting fee of $16,750 per month (exclusive of GST), equivalent to $201,000 per annum (exclusive of GST). Subject to the absolute discretion of the Board, after six months from the commencement of the Consultancy Agreement (**Commencement Date**) the fee will increase to $250,000 per annum (exclusive of GST).
Short-Term Incentive	Subject to Shareholder approval, the GM is entitled to a STI component, linked to capital raising performance – he is entitled to receive 500,000 Shares for each $1,000,000 of capital raised by the Company during the period from his appointment up to and including 31 December 2026. The STI entitlement is cumulative, such that where the Company completes multiple capital raisings during the measurement period, the GM's entitlement is calculated on the aggregate amount of capital raised.

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Item	Details
Long-Term Incentive	As part of the GM's long-term incentive entitlement, he may be granted a total of 11,000,000 performance rights. Shareholder approval was obtained for these rights at the Company's general meeting held on 13 July 2026, and the performance rights were granted on 22 July 2026.
Termination	During the first six months of the engagement, either party may terminate the Consultancy Agreement on one month's written notice. After the expiry of six months from the Commencement Date, the notice period from either party increases to three months. The Company may terminate the Consultancy Agreement immediately without notice if the GM engages in misconduct or dishonesty, engages in conduct which in the reasonable opinion of the Company may injure the business or reputation of the Company, or is unlikely to be able to fulfil the requirements of the role. Either party may also terminate immediately without notice if the other party is in material breach of the Consultancy Agreement and fails to remedy that breach.
Other	The Consultancy Agreement is otherwise on terms and conditions considered customary for an agreement of its type.

17.3 Related Party Transactions Generally

A summary of Chapter 2E of the Corporations Act is set out in Section 11.2 above.

For the purposes of Chapter 2E of the Corporations Act, Mr Bayard Rezos is a related party of the Company by virtue of section 228(3) as his father is Mr Gavin Rezos, a Director of the Company.

In relation to this Resolution, the Board (in the absence of Mr Gavin Rezos) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of STI Shares as the issue, which forms part of the remuneration package for Mr Bayard Rezos, is considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

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17.4 Total remuneration package

Mr Bayard Rezos's consulting fees per annum (exclusive of GST) and the total financial benefit to be received by him in this current period, including as a result of the issue of the STI Shares the subject of the Resolution, are as follows:

Component of remuneration	Value
Fees (per annum)	$201,000
Shares granted under STI entitlement on 22 July 2026	$36,000
STI Shares	Up to $40,000
Total financial benefit	**Up to $277,000**

17.5 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 11.3 above.

The proposed issue of STI Shares to Mr Bayard Rezos (or his nominee(s)) pursuant to the Resolution falls within Listing Rule 10.11.1 as Mr Bayard Rezos is a related party of the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under and for the purposes of Listing Rule 10.11.

If Resolution 21 is passed, the Company will issue up to 2,000,000 STI Shares to Mr Bayard Rezos or his nominee(s) as noted above. The exact number of STI Shares to be issued will depend on the final amount raised under Tranche 2 of the Placement.

If Resolution 21 is not passed, the Company will not issue STI Shares to Mr Bayard Rezos or his nominee(s) and the Company may need to consider alternative ways to remunerate Mr Bayard Rezos, including by the payment of cash.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the STI Shares will be issued to Mr Bayard Rezos (or his nominee(s)), as noted above;

(b) Mr Bayard Rezos is a Listing Rule 10.11.1 party by virtue of being Mr Gavin Rezos' son;

(c) up to 2,000,000 STI Shares will be issued to Mr Bayard Rezos (or his nominee(s));

(d) the STI Shares are fully paid ordinary shares in the Company;

(e) the STI Shares will be issued on a date which will be no later than one month after the date of this Meeting, unless otherwise extended by way of granting a waiver to the Listing Rules;

(f) the STI Shares will be issued for no cash consideration;

(g) no funds will be raised from the issue of the STI Shares, which are being issued as remuneration under the STI component of the Consultancy Agreement;

(h) the issue the subject of this Resolution is intended to remunerate Mr Bayard Rezos under the short-term incentive component of his Consultancy Agreement, the material terms of which are set out in Section 17.2 above; and

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(i) a voting exclusion statement applies to Resolution 21 as set out in the Notic.

If approval is given for the issue of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

17.6 Board recommendation

The Directors (in the absence of Mr Gavin Rezos) recommend that Shareholders vote in favour of Resolution 21.

The Chair intends to vote all available undirected proxies in favour of Resolution 21.

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 21.

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GLOSSARY

$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual Report means the annual report of the Company for the year ended 30 June 2026.

Approval Period has the meaning given in Section 15.3 of the Explanatory Memorandum.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the year ended 30 June 2026.

AWST means western standard time as recognised in Perth, Western Australia.

Blackwater means Blackwater Enterprises Pty Ltd.

Blackwater Options has the meaning given in Section 6.1 of the Explanatory Memorandum, and which terms are set out in Annexure B.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Change of Control Event has the meaning given to that term in Annexure C.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Manhattan Gold Corporation Limited ABN 61 123 156 089.

Constitution means the Company's constitution, as amended from time to time.

Consultancy Agreement has the meaning given in Section 17 of the Explanatory Memorandum.

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

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Directors means the directors of the Company.

Eligible Participants has the meaning given in Section 13.1 of the Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Fee Shares has the meaning given in Section 14.1 of the Explanatory Memorandum.

Group Company means the Company and each of its associated bodies corporate.

Incentives has the meaning given in Section 13.1 of the Explanatory Memorandum.

Joint Lead Managers means Euroz Hartleys Ltd and Alpine Capital Pty Ltd.

Joint Lead Manager Options has the meaning given in Section 8 of the Explanatory Memorandum.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rule 7.1A Mandate has the meaning set out in Section 9.1 of the Explanatory Memorandum.

Listing Rule 7.1A Mandate Expiry Date has the meaning set out in Section 9.1 of the Explanatory Memorandum.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Occam has the meaning given in Section 7.1 of the Explanatory Memorandum.

Occam Corporate has the meaning given in Section 7.1 of the Explanatory Memorandum.

Occam Options has the meaning given in Section 7.1 of the Explanatory Memorandum, and which terms are set out in Annexure B.

Offer has the meaning given to that term in Annexure C.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Participant has the meaning given to that term in Annexure C.

Performance Rights means a right to acquire a Share, subject to the satisfaction of any vesting conditions.

Placement has the meaning given in Section 8 of the Explanatory Memorandum.

Placement Shares has the meaning given in Section 8 of the Explanatory Memorandum.

Plan has the meaning set out in Section 13.1 of the Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of

post where the Shareholder has not elected to receive notices by email.

Relevant Directors has the meaning set out in Section 14.1 of the Explanatory Memorandum.

Relevant Period has the meaning set out in Section 15.2 of the Explanatory Memorandum.

Remuneration Report means the remuneration report set out in the Annual Report for the year ended 30 June 2026.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning given in Section 2.1 of the Explanatory Memorandum.

Spill Resolution has the meaning given in Section 2.1 of the Explanatory Memorandum.

STI has the meaning given in Section 17 of the Explanatory Memorandum.

STI Shares has the meaning given in Section 17 of the Explanatory Memorandum.

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 8 of the Explanatory Memorandum.

Tranche 2 Placement Shares has the meaning given in Section 8 of the Explanatory Memorandum.

Vaughan Securities has the meaning given in Section 5.1 of the Explanatory Memorandum.

VWAP means volume weighted average price.

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Annexure A Summary of terms and conditions of the Vaughan Performance Rights

The terms of the Vaughan Performance Rights are set out below (and are otherwise governed by the terms of the Plan):

(a) **Entitlement**: Each Performance Right entitles the holder to one Share.

(b) **Issue price**: Nil.

(c) **Exercise price:** Nil.

(d) **Vesting Conditions**: Subject to terms of the Plan and the table below, Performance Rights will vest upon the following Vesting Conditions being met:

(i) in respect of 2,500,000 Performance Rights: upon metallurgical recovery test work on a sample from the Tenements comprising the Hook Lake Gold Project (Heninga Lake Project and the Turquetil Gold Project) demonstrating potential gold recovery exceeding 94%; and

(ii) in respect of 2,500,000 Performance Rights: upon the Company achieving an estimated resource reported in accordance with the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves of 500,000oz or more of AuEq on the tenements comprising the Hook Lake Gold Project (Heninga Lake Project and The Turquetil Gold Project).

(e) **Expiry date:** 5:00pm (AWST) on 28 August 2030.

(f) **Transferability:** The Performance Rights are not transferable.

(g) **Quotation:** The Performance Rights will not be quoted on ASX.

(h) **Exercise:** Vested Performance Rights may be exercised, in whole or in part (in multiples of no less than 100,000 Performance Rights (or where the holder holds less than 100,000 that lesser amount)), at any time after vesting and on or before they lapse by lodging with the Company a notice of exercise (**Exercise Notice**) which states the intention to exercise all or a specified number of vested Performance Rights. An Exercise Notice will not be processed, and no Shares will be issued pursuant to an Exercise Notice, unless and until:

- the Company obtains any required shareholder approvals for the purposes of item 7, section 611 of the Corporations Act with respect to the issue of Shares to the holder; or

- the Company confirms in writing to the holder that it is satisfied that no shareholder approval is required for the purposes of item 7, section 611 of the Corporations Act (and the holder agrees to produce reasonable evidence to assist the Company in making this assessment).

(i) **Change of Control**: The Performance Rights automatically vest on the date on which a Change of Control Event (defined below) has occurred, or the Board resolves that, in the reasonable opinion of the Board, a Change of Control Event will or is likely to occur.

A '**Change of Control Event**' means:

– the Company announces that its shareholders have at a Court convened meeting of shareholders voted in favour (by requisite majorities) of a proposed scheme of arrangement and the Court has (by order) approved the scheme of arrangement;

– a takeover bid has been announced and been declared unconditional, and the person(s) making the takeover bid has a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue; or

– any person acquires a relevant interest (as defined in the Corporations Act) in 50.1% or more of the Shares on issue by any other means.

(j) **Rights:** The Performance Rights do not:

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(i) carry any voting rights in the Company, except as required by law;

(ii) entitle the holder to any dividends;

(iii) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

(iv) confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company; or

(v) confer the right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable performance milestone is achieved and the Performance Rights are converted into Shares.

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Annexure B Terms of Blackwater Options, Occam Options and Joint Lead Manager Options

Part 1 – Exercise price and expiry date of Blackwater Options

(a) **Exercise Price:** The amount payable upon exercise of each Option will be as follows:

(i) in respect of 500,000 Blackwater Options: $0.04; and

(ii) in respect of 500,000 Blackwater Options: $0.06.

(b) **Expiry date:** 22 July 2028.

Part 2 – Exercise price and expiry date of Occam Options

(a) **Exercise Price:** The amount payable upon exercise of each Option will be as follows:

(i) in respect of 3,500,000 Occam Options: $0.04; and

(ii) in respect of 3,500,000 Occam Options: $0.06.

(b) **Expiry date:** 28 August 2028.

Part 3 – Exercise price and expiry date of Joint Lead Manager Options

(a) **Exercise Price:** $0.04 per Option.

(b) **Expiry date:** Three years from the date of issue.

Part 4 – Other terms of the Blackwater Options, Occam Options and Joint Lead Manager Options

(a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

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

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

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

(e) **Quotation**: The Options will not be quoted on ASX.

(f) **Timing of issue of Shares on exercise:** Within five (5) Business Days after the Exercise Date, the Company will allot the resultant Shares and deliver or arrange delivery of a statement of shareholdings with a holders' identification number and apply for the quotation of those Shares in accordance with the Listing Rules.

(g) **Shares issued on exercise:** Shares issued on exercise of the Options rank equally with the then issued fully paid ordinary shares of the Company.

(h) **Quotation of Shares issued on exercise:** Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

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(i) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

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

(k) **Change in exercise price:** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability:** The Options are not transferable.

(m) **Dividends:** The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

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Annexure C Summary of terms of the Employee Awards Plan

(a) **Eligibility:** The Board may (in its absolute discretion) provide an offer to an Eligible Participant of a Group Company to participate in the Plan (**Offer**). Where such person (or a permitted nominee of such person) accepts the Offer, he or she will become a participant under the Plan (**Participant**).

(b) **Issue cap**: Offers made under the Plan which require the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).

(c) **Offer:** The Board may make an Offer at any time. Where an Offer is made under the Plan which requires the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive then, subject to limited exceptions, the Offer must include the following information:

(i) the name and address of the person to whom the Offer is being made to;

(ii) the date of the Offer;

(iii) the first acceptance date (which must be at least 14 days after receiving the Offer) and the final acceptance date that the person can accept the Offer;

(iv) the number of Options, Performance Rights or Shares being offered and the maximum number which can be applied for;

(v) the amount payable per Incentive by the person on application for the Incentives offered (if any), or the manner of determining such amount payable;

(vi) the conditions (if any) determined by the Board which are required to be satisfied, reached and met before an Incentive will be issued, and whether or not it is issued subject to further vesting conditions;

(vii) the vesting conditions attaching to the Incentive (if applicable);

(viii) the first exercise date and last exercise date of the Incentives;

(ix) the exercise price (if any) or the manner of determining the exercise price of the Incentives;

(x) the vesting period (if any) of the Incentives;

(xi) general information about the risks of acquiring and holding the Incentives (and underlying Shares) the subject of the Offer;

(xii) a copy of the Plan;

(xiii) any other specific terms and conditions applicable to the Offer;

(xiv) to the extent required by applicable law:

(A) an explanation of how an Eligible Participant could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights;

(B) the terms of any loan or contribution plan under which an Eligible Participant may obtain Incentives, or a summary of the terms of the loan together with a statement that the Participant can request a copy of the terms;

(C) the trust deed of any trust that will hold Incentives on trust for an Eligible Participant, or a summary of the terms of the trust deed together with a statement that the Participant can request a copy of the trust deed;

(D) a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Offer, or a statement of how the Participant can access a copy of those disclosure documents; and

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(E) any other information required by applicable laws;

(xv) if the Company wishes to reduce liability in connection with the Offer Document in accordance with section 1100Z(3) of the Corporations Act, a statement to the effect that a person mentioned in section 1100Z(2) of the Corporations Act is not liable for any loss or damage suffered by the Eligible Participant (or Nominated Party) because of a contravention of a term of the Offer covered by subsections 1100Z(1)(a), (b) or (c) of the Corporations Act in circumstances where:

(A) the person made all inquiries (if any) that were reasonable in the circumstances and, after doing so, believed on reasonable grounds that the statement was not misleading or deceptive; or

(B) the person did not know that the statement was misleading or deceptive; or

(C) the person placed reasonable reliance on information given to them by:

- if the person is a body corporate, someone other than a director, employee or agent of the body corporate; or

- if the person is an individual, someone other than an employee or agent of the individual;

(D) the person is a person mentioned in item 3 or 4 in section 1100Z(2) of the Corporations Act and they provide that the publicly withdrew their consent to being named in the Offer Document; or

(E) the contravention arose because of a new circumstance that has arisen since the Offer Document was prepared and the person proves that they were not aware of the matter; and

(xvi) a prominent statement to the effect that:

(A) any advice given by the Company in relation to Incentives issued under the Plan, and Shares issued upon exercise of the Options or Performance Rights, does not take into account an Eligible Participant's objectives, financial situation and needs; and

(B) the Eligible Participant should obtain their own financial product advice in relation to the Offer from a person who is licensed by ASIC to give such advice.

(d) **Terms of Offer:** The terms and conditions applicable to an Offer, and any accompanying document, must not include any misleading or deceptive statements, or omit any information that would result in those materials becoming misleading or deceptive. If the Company becomes aware, during the application period for an Incentive, that any statement in the Offer has become out of date, or is otherwise not correct, in a material respect, then it must provide an updated Offer.

(e) **Issue Price:** The issue price (if any) in respect of the Incentives issued under the Plan is as determined by the Board at its discretion.

(f) **Nominees:** An Eligible Participant may, by notice in writing to the Board and subject to applicable laws, nominate a nominee in whose favour the Eligible Participant wishes the Incentives to be issued. The nominee may be an immediate family member of the Eligible Participant, a corporate trustee of a self-managed superannuation fund where the Eligible Participant is a director of the trustee or a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant. The Board may, in its sole and absolute discretion, decide not to permit the Incentives to be issued to a nominee.

(g) **Dealing:** Incentives may not be sold, assigned, transferred or otherwise dealt with except on the death of the Participant in limited circumstances or with the prior consent of the Board.

(h) **Vesting:** Subject to paragraphs (k) and (l) below, an Incentive will vest when the Participant receives a vesting notice from the Company confirming that the vesting conditions attaching to the Incentives are met or waived.

(i) **Exercise of Incentive**: Upon receiving a vesting notice with respect to their Incentives, a Participant may exercise those Incentives by delivery to the Company Secretary of the certificate for the Incentives (if any), a signed notice of exercise and payment equal to the exercise price (if any) for the number of Incentives sought to be exercised.

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(j) **Lapse of Incentive:** Unless otherwise determined by the Board, an Incentive will not vest and will lapse on the earlier of:

(i) the Board determining that the vesting conditions attaching to the Incentive have not been satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met;

(ii) the day immediately following the last exercise date; or

(iii) with respect of unvested Incentives, the date the Participant ceases employment in the relevant circumstances summarised at paragraph (k) below.

(k) **Ceasing employment:** If the Eligible Participant ceases to be employed by the Company for any reason, then (subject to compliance with the Corporations Act and Listing Rules):

(i) any unvested Shares held by the relevant Participant will be forfeited;

(ii) any unvested Options or Performance Rights held by the relevant Participant will immediately lapse; and

(iii) any vested Options or Performance Rights that have not been exercised will lapse on the date the Eligible Participant ceases to be employed by the Company,

although the Board may (subject to compliance with the Corporations Act and Listing Rules) determine to treat any Incentives in any other way other than in the manner set out above if the Board determines that the relevant circumstances warrant such treatment. If the Board makes such a determination for alternative treatment, then it must give the relevant Participant notice within 14 days of that determination.

(l) **Change of control:** If a Change of Control Event (see below) occurs:

(i) all unvested Incentives will automatically vest, and be exercised and converted into Shares; and

(ii) all vested but unexercised Incentives will automatically be exercised and converted into Shares,

A "**Change of Control Event**" means:

(i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional;

(iii) the Court sanctioning a compromise or arrangement relating to the Company under Part 5.1 of the Corporations Act;

(iv) any other merger, consolidation or amalgamation involving the Company occurring which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50% or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation;

(v) any Group Company entering into agreements to sell in aggregate a majority in value of the businesses or assets of the Group to a person, or a number of persons, none of which are Group Companies; or

(vi) the Board determining in its reasonable opinion that control of the Company has or is likely to change or pass to one or more persons.

(m) **Issue of Shares on vesting of Options or Performance Rights:** Following exercise of the Options or Performance Rights, the Company will, subject to the terms of the Company's relevant policies, issue or transfer Shares to that Participant and apply for official quotation or listing of those Shares on ASX if applicable. Unless and until the Options or Performance Rights have been exercised and the relevant Shares issued to that Participant as a result of that exercise, a Participant has no right or interest in those Shares.

(n) **Ranking of Shares:** Shares issued upon exercise of the Options or Performance Right will rank equally in all respects with existing Shares, except for entitlements which had a record date before the date of the issue of that Share.

(o) **Adjustment of Options or Performance Rights:** If, prior to the vesting of an Option or Performance Right, there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or

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reduction of capital or return of capital to Shareholders), the number of Options or Performance Rights to which a Participant is entitled will be adjusted in a manner required by the Listing Rules.

(p) **Clawback**: If the Board determines that:

(i) a Participant (or Eligible Participant who has nominated a nominee to receive the Incentives) at any time:

(A) has been dismissed or removed from office for a reason which entitles a Group Company to dismiss the Participant (or Eligible Participant) without notice;

(B) has been convicted on indictment of an offence against the Corporations Act in connection with the affairs of a Group Company;

(C) has had a judgement entered against him or her in civil proceedings in respect of the contravention by the Participant (or Eligible Participant) of his or her duties at law, in equity or under statute in his or her capacity as an executive or Director of a Group Company;

(D) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of that body corporate (whether or not charged with an offence);

(E) is in material breach of any of his or her duties or obligations to a Group Company; or

(F) has done an act which brings a Group Company into disrepute,

then the Board may determine that all unvested Shares held by the Participant will be forfeited and any Options or Performance Rights held by the Participant will lapse; and

(q) there has been a material misstatement in the Company's financial statements or some other event has occurred which, as a result, means that the relevant vesting conditions (if any) to an Incentive which has vested were not, or should not have been determined to have been satisfied, then the Participant shall cease to be entitled to those vested Incentives and the Board may:

(A) by written notice to the Participant cancel the relevant Options or Performance Rights for no consideration or determine that the relevant Shares are forfeited;

(B) by written notice to the Participant require that the Participant pay to the Company the after tax value of the relevant Incentives, with such payment to be made within 30 Business Days of receipt of such notice; or

(C) adjust fixed remuneration, incentives or participation in the Plan of a relevant Participant in the current year or any future year to take account of the after tax value of the relevant Incentives.

(r) **Amendments to the Plan:** Subject to and in accordance with the Listing Rules, the Board may amend, revoke, add to or vary the Plan (without the necessity of obtaining the prior or subsequent consent or approval of Shareholders of the Company), provided that rights or entitlements in respect of any Option, Performance Right or Share issued before the date of the amendment shall not be reduced or adversely affected without the prior written consent of the Participant affected by the amendment.

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Annexure D Proposed amendments to the Constitution

Resolution 20 seeks Shareholder approval to adopt the amendments to the Constitution set out below.

Rule 4.14 of the Constitution is re-inserted as follows:

4.14 Proportional Takeover Bids

Schedule 3 applies and forms part of this Constitution.

Schedule 3 of the Constitution is re-inserted as follows:

Schedule 3 – PROPORTIONAL TAKEOVER BID

1 PLEBISCITE TO APPROVE PROPORTIONAL TAKEOVER BIDS

1.1 DEFINITIONS

In this paragraph 1:

(a) approving resolution, in relation to a proportional takeover bid, means a resolution to approve the proportional takeover bid passed in accordance with paragraph 1.3;

(b) proportional takeover bid means a takeover bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of securities included in a class of securities in the company;

(c) relevant class, in relation to a proportional takeover bid, means the class of securities in the company in respect of which offers are made under the proportional takeover bid; and

(d) approving resolution deadline, in relation to a proportional takeover bid, means the day that is 14 days before last day of the bid period.

1.2 Transfers not to be registered

Despite rules 4.3 and 4.6 of the Constitution, a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid must not be registered unless and until an approving resolution to approve the proportional takeover bid has been passed or is taken to have been passed in accordance with paragraph 1.3.

1.3 Resolution

(a) Where offers have been made under a proportional takeover bid, the directors must:

(i) convene a meeting of the persons entitled to vote on the approving resolution for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid; and

(ii) ensure that such a resolution is voted on in accordance with this paragraph 1.3, before the approving resolution deadline.

(b) The provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to a meeting that is convened pursuant to paragraph 1.3(a).

(c) The bidder under a proportional takeover bid and any associates of the bidder are not entitled to vote on the approving resolution and if they do vote, their votes must not be counted.

(d) Subject to paragraph 1.3(c), a person who, as at the end of the day on which the first offer under the proportional takeover bid was made, held securities of the relevant class is entitled to vote on the approving resolution relating to the proportional takeover bid and, for the purposes of so voting, is entitled to 1 vote for each such security held at that time.

(e) An approving resolution is to be taken as passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one half, and otherwise is to be taken to have been rejected.

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(f) If an approving resolution has not been voted on in accordance with this paragraph 1.3 before the approving resolution deadline, an approving resolution will be taken to have been passed in accordance with this paragraph 1.3 on the approving resolution deadline.

1.4 Sunset

Paragraphs 1.1, 1.2 and 1.3, cease to have effect at the end of 3 years beginning:

(a) where those paragraphs have not been renewed in accordance with the Corporations Act, on the date that those paragraphs were adopted by the Company; or

(b) where those paragraphs have been renewed in accordance with the Corporations Act, on the date those paragraphs were last renewed.

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Manhattan Gold

MANHATTAN GOLD CORPORATION LIMITED
ABN 61 123 156 089

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 **9:00am (AWST) on Wednesday, 4 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: 189145

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 Manhattan Gold Corporation Limited 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 Manhattan Gold Corporation Limited to be held at Ground Floor 41 Colin Street West Perth, WA 6005 on Friday, 6 November 2026 at 9:00am (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, 16, 17, 18 and 21 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 16, 17, 18 and 21 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, 16, 17, 18 and 21 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
1	Non-binding Resolution to adopt Remuneration Report	☐	☐	☐
2	Election of Mrs Danielle Kelly as a Director	☐	☐	☐
3	Re-election of Mr Kell Nielsen as a Director	☐	☐	☐
4	Ratification of issue of Shares to Mr Samuel Vaughan	☐	☐	☐
5	Ratification of issue of Performance Rights to Mr Samuel Vaughan	☐	☐	☐
6	Ratification of issue of Options to Blackwater	☐	☐	☐
7	Ratification of issue of Options to Occam Corporate Pty Ltd	☐	☐	☐
8	Ratification of issue of Tranche 1 Placement Shares to professional and sophisticated investors under Listing Rule 7.1	☐	☐	☐
9	Ratification of issue of Tranche 1 Placement Shares to professional and sophisticated investors under Listing Rule 7.1A	☐	☐	☐
10	Issue of Tranche 2 Placement Shares to unrelated professional and sophisticated investors	☐	☐	☐
11	Issue of Tranche 2 Placement Shares to Mr Gavin Rezos (Director) or his nominee(s)	☐	☐	☐
12	Issue of Tranche 2 Placement Shares to Mrs Danielle Kelly (Director) or her nominee(s)	☐	☐	☐
13	Issue of Tranche 2 Placement Shares to Mr Kell Nielsen (Director) or his nominee(s)	☐	☐	☐
14	Issue of Tranche 2 Placement Shares to Mr Bayard Rezos (Related Party) or his nominee(s)	☐	☐	☐
15	Issue of Options to Joint Lead Managers (or their respective nominees)	☐	☐	☐
16	Approval of Employee Awards Plan	☐	☐	☐
17	Issue of Fee Shares to Mrs Danielle Kelly (Director) or her nominee(s)	☐	☐	☐
18	Issue of Fee Shares to Mr Kell Nielsen (Director) or his nominee(s)	☐	☐	☐
19	Approval of Additional 10% Placement Capacity	☐	☐	☐
20	Amendment to Constitution to adopt proportional takeover approval provisions	☐	☐	☐
21	Issue of STI Shares to Mr Bayard Rezos (Related Party) or his nominee(s)	☐	☐	☐

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

Computershare

SAMPLE ONLY