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Dear Shareholders,

On behalf of the Board, I am pleased to invite you to Litchfield's Annual General Meeting to be held at 10:00am (Brisbane time) on Tuesday, 24 November 2026 at the offices of Moore Australia, Level 6, 10 Eagle St, Brisbane QLD 4000.

At this Meeting I will present your Company's Annual Report for the financial year ended 30 June 2026 along with an overview of our important achievements during the year and update you on our vision, strategy and priorities for the coming year.

At the Meeting, the formal business to be conducted includes:

- Receiving the Financial Statements and Reports;
- Approving the Remuneration Report;
- The re-election of Professor Mark Noppé;
- Grant of MD Rights to Managing Director Matthew Pustahya;
- Grant of NED Rights to Non-Executive Directors Dr Peter Eaglen and Prof. Mark Noppe;
- Refreshing the Company's ESOP; and
- Approval of an additional 10% capacity under Listing Rule 7.1A.

The enclosed Notice of Meeting includes a shareholder voting form which has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, XCEND on +61(2)7208-8033.

We look forward to your attendance at the Meeting.

Yours faithfully,



Dr Peter Eaglen
Chairman
Litchfield Minerals Limited
19 October 2026

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Notice of Annual General Meeting and Explanatory Memorandum

Litchfield Minerals Limited ACN 612 660 429

Notice is given that the Annual General Meeting of Litchfield Minerals Limited ACN 612 660 429 (**Litchfield** or the **Company**) will be held at:

Location	Moore Australia, Level 6, 10 Eagle St, Brisbane QLD 4000
Date	Tuesday, 24 November 2026
Time	10.00am AEST

ORDINARY BUSINESS

Financial Statements and Reports

To consider and receive the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2026.

Resolution 1: Adoption of 30 June 2026 Remuneration Report

To consider and, if in favour, pass the following resolution in accordance with section 250R (2) of the Corporations Act:

"*That the Remuneration Report for the year ended 30 June 2026 be adopted.*"

Note: This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

Resolution 2: Re-election of Professor Mark Noppé

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"*That Professor Mark Noppé, in accordance with Listing Rule 14.4 and 14.2 of Litchfield's Constitution, retires by rotation and being eligible, be re-elected as a Director of Litchfield.*"

Note: Information about the candidate appears in the Explanatory Memorandum.

Resolution 3: Approval to issue Performance Rights to Director Matthew Pustahya (or nominee)

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue to the Company's Managing Director, Mr Matthew Pustahya, (or their nominee), of a total of 555,556 Performance Rights under the Company's Incentive Plan, and to provide Mr Matthew Pustahya any or all of the termination benefits (including cessation of employment or office), as described in the Explanatory Statement."

Note: Information about this Resolution appears in the Explanatory Memorandum.

Resolutions 4(a) and 4(b): Approval to issue Performance Rights to Non-Executive Directors

To consider and, if in favour, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve:

(a) the issue of 200,000 Performance Rights under the Company's NED Incentive Plan to Non-Executive Director Dr Peter Eaglen (or his nominee) and provide any or all of the termination benefits (including cessation of employment or office), as described in the Explanatory Statement;

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(b) the issue of 200,000 Performance Rights under the Company's NED Incentive Plan to Non-Executive Director Prof. Mark Noppe (or his nominee) and provide any or all of the termination benefits (including cessation of employment or office), as described in the Explanatory Statement."

Note: Information about this Resolution appears in the Explanatory Memorandum.

Resolution 5: Approval to issue securities under the Incentive Plan

To consider and, if in favour, pass the following resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 7.2 (Exception 13) and for all other purposes, the Shareholders approve the issue of equity securities under the existing Incentive Plan (**Plan**, on the terms and conditions set out in the Explanatory Memorandum."*

Note: Information about this Resolution appears in the Explanatory Memorandum.

SPECIAL BUSINESS

Resolution 6: Approval of additional 10% capacity to issue Equity Securities under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

"That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the fully paid ordinary shares of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Note: Information about this Resolution appears in the Explanatory Memorandum.

VOTING PROHIBITIONS AND EXCLUSIONS

Resolution 1: Directors' 30 June 2026 Remuneration Report

The Company will disregard any votes cast on Resolution 1:

(a) by or on behalf of a member of the Key Management Personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2026, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and

(b) as proxy of a member of the KMP at the date of the AGM, or a close related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 1:

(i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or

(ii) by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolutions 3, 4(a) and 4(b) and 5:

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The Company will disregard any votes cast on Resolutions 3 or 4(a) and 4(b) by or on behalf of a person referred to in the ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the applicable Plan, an officer of the Company or any of its child entities who is entitled to participate in a termination benefit under the applicable Plan, or any Associate of that person or persons.

The Company will disregard any votes cast on Resolution 5 by or on behalf of a person who is eligible to participate in the applicable Plan, or any Associate of that person or persons.

However, the Company need not disregard a vote if it is cast in favour of any of Resolutions 3, 4(a), 4(b) or 5 by:

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

(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.

A person appointed as proxy must not vote, under that appointment if:

(a) the proxy is either:

  (i) a member of the Key Management Personnel; or

  (ii) a Closely Related Party of such a member; and

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

The above prohibition does not apply if:

(a) the proxy is the Chair; and

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

Resolution 6: Approval of additional 10% capacity to issue Equity Securities under Listing Rule 7.1A

The Company will disregard any votes cast on Resolution 6 by any 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 entity), and any of their associates.

VOTING INTENTIONS OF THE CHAIR

Shareholders should be aware that the Chair of the Meeting intends to vote all undirected proxies in favour of each item of business, subject to compliance with the Corporations Act.

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NOTES

(a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.

(b) The proxy need not be a Shareholder of Litchfield. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

(c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.

(d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.

(e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.

(f) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.

(g) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.

(h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:

(i) the proxy is not recorded as attending; or

(ii) the proxy does not vote,

the Chair of the meeting is deemed the proxy for that resolution.

(i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case Litchfield will require written proof of the representative's appointment which must be lodged with or presented to Litchfield before the meeting.

(j) Litchfield has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or adjourned meeting, securities are taken to be held by those persons recorded in Litchfield's register of Shareholders as at 7.00pm (Sydney time) on Sunday, 22 November 2026.

(k) If you have any queries on how to cast your votes call Peter Harding-Smith (Company Secretary) on 0451 976 285 during business hours.

Dated: 19 October 2026



By order of the Board
Peter Harding-Smith
Company Secretary

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EXPLANATORY MEMORANDUM

Litchfield Minerals Limited ACN 612 660 429

This Explanatory Memorandum accompanies the Notice of Annual General Meeting of Litchfield Minerals Limited (**Litchfield**) to be held on Tuesday, 24 November 2026 at 10.00am (Brisbane time) at the offices of Moore Australia, Level 6, 10 Eagle St, Brisbane QLD 4000.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions proposed and ought to be read in conjunction with the Notice of Meeting.

1. Financial Statements and Reports

1.1 Background

The Corporations Act requires that the report of the Directors, the Auditor's report and the Financial Statements be laid before the Annual General Meeting. In addition, Litchfield's Constitution provides for these reports to be received and considered at the meeting.

Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor Litchfield's Constitution requires a vote of Shareholders at the Annual General Meeting on the Financial Statements and Reports.

Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of Litchfield or to Litchfield's auditor, Moore Australia Audit (WA), if the question is relevant to:

- the content of the Auditor's report; or
- the conduct of its audit of the Financial Report to be considered at the meeting.

Note: *Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.*

Written questions for Moore Australia Audit (WA) must be delivered by 5.00pm on 17 November 2026, addressed to the Company Secretary, Litchfield Minerals, Suite 1205, Level 12, 10 Market Street Brisbane, Qld 4000 or via email to accounts@litchfieldminerals.com.au.

The Financial Statements, the Directors' Report and the Auditor's Report are contained in the Annual Report and available on the Company's website www.litchfieldminerals.com.au.

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2. Resolution 1: Adoption of 30 June 2026 Remuneration Report

2.1 Background

Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2026. This report is included in the Directors' Report in the Company's Annual Report and is available on the Company's website www.litchfieldminerals.com.au.

The Remuneration Report:

- explains the Board's policies on the nature and level of remuneration paid to Directors and Senior Executives within the Litchfield group;
- discusses the link between the Board's policies and Litchfield's performance;
- sets out the remuneration details for each Director and for each member of Litchfield's Senior Executive; and
- makes clear that the basis for remunerating Non-Executive Directors is distinct from the basis for remunerating Executives.

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

This Resolution is advisory only and not binding on the Company or the Directors. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

A voting exclusion applies to this Resolution, as set out earlier in this Notice of Meeting.

2.2 Directors' Recommendation

As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this resolution.

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3. Resolution 2: Re-election of Professor Mark Noppé

3.1 Background

Under Rule 14.2 of the Company's Constitution and Listing Rule 14.4, Directors shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting to re-election.

Prof Noppé was last re-elected as a Director of the Company at the 2024 AGM. Prof Noppé retires by rotation in accordance with the Company's Constitution as well as Listing Rule 14.4 and, being eligible, offers himself for re-election as a Non-Executive Director. There is no voting exclusion statement for this Resolution.

3.2 Qualifications and experience

Professor Noppé is an internationally recognised leader in mining and geoscience, with extensive mining industry geoscience consulting and consultancy management experience, as well as publications and presentations in areas relevant to his practice. Professor Noppé has over 35 years; industry experience working in South Africa, Western Australia and Queensland, and consulted on a variety of projects and commodities in a range of geological, mining, and geographical settings.

Professor Noppé has recently been the group chair of SRK Consulting (Global) and Managing Director of SRK Consulting (Australasia), where he led a large and technically proficient team focused on a range of mining and exploration geoscience projects providing insights for industry clients.

Professor Noppé is an AusIMM director (2021–2026) and has held positions as Chair of the Southern Queensland Branch of the AusIMM, the AusIMM Consultants Society, the AusIMM Awards Technical Excellence Committee, the Geostatistical Association of Australasia and Secretary of the Geostatistical Association of South Africa.

Professor Noppé is currently the Centre Director of the WH Bryan Mining Geology Research Centre at The University of Queensland's Sustainable Minerals Institute. Professor Noppé holds a Bachelor of Science, Geology, and Chemistry (BSc), Honours Geology (BSc Hons) and Masters of Science in Exploration Geology (MSc)..

3.3 Directors' Recommendation

The Directors (with Prof Mark Noppé abstaining) recommend you vote in favour of Resolution 2.

4. Resolution 3: Approval to issue Performance Rights to Director Matthew Pustahya (or nominee)

4.1 Background

Resolution 3 seeks Shareholder approval for the grant, under the Company's Incentive Awards Plan (**Plan**), of a total of 555,556 Performance Rights (**MD Rights**) to the Managing Director of the Company, being Mr Matthew Pustahya (**Related Party**) (or nominee).

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4.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its Shareholders by ordinary resolution:

(a) a director of the company;

(b) an associate of a director; or

(c) a person whose relationship with the company or a person referred to in (a) or (b) above is, in ASX's opinion, such that approval should be obtained.

The proposed grant of MD Rights to the Related Party, being a Director of the Company, is therefore subject to ASX Listing Rule 10.14 and requires Shareholder approval before they can be granted.

If Resolution 3 is passed, the MD Rights will be issued to the Related Party (or his nominee). If Resolution 3 is not passed, the Company will not be able to grant the MD Rights and will need to assess whether alternative incentives are to be offered to the Related Party.

4.3 Related Party Transaction

Under the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of MD Rights to the Related Party, under the Plan, unless an exception applies, requires the Company to obtain Shareholder approval because this constitutes giving a financial benefit and, as the Related Party is a Director, he is a related party of the Company.

It is the view of the Non-Executive Directors that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of MD Rights because the MD Rights are considered reasonable remuneration in the circumstances and were negotiated on an arm's length basis.

4.4 Specific information required by Listing Rule 10.14

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of MD Rights:

(a) the Related Party is a related party by virtue of being a Director of the Company and so falls under Listing Rule 10.14.1. If the MD Rights are granted to a nominee of the Related Party, the nominee will be an Associate of the Director and fall under Listing Rule 10.14.2.

(b) the number of MD Rights (being the nature of the financial benefit being provided) to be granted to the Related Party (or his nominee) is:

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Related Party	Number of MD Rights
Matthew Pustahya	555,556

(c) the current total remuneration package of the Related Party (inclusive of superannuation and equity- based remuneration) for the current financial year, and for the previous two financial years, is as follows. This is in addition to the MD Rights proposed to be granted under Resolution 3.

	Current financial year to 30 June 2027 (estimate)[1]	Financial year ended 30 June 2026 (F726)[2]	Financial year ended 30 June 2025 (FY25)[3]
Matthew Pustahya	$281,310	$277,161	$253,926

Notes:

1. Comprising salary ($250,000) and options/rights ($31,310).
2. Comprising salary ($233,867) and options/rights ($43,294).
3. Comprising salary ($200,700) and options/rights ($53,226).

(d) the Related Party (and his associates) has been issued 250,000 Class A Performance Rights, 500,000 Class B Performance Rights and 1,000,000 Class C Performance Rights on 29 July 2024 under the Plan for nil consideration;

(e) the material terms and conditions of the MD Rights to be granted to the Related Party are set out below and are also subject to the terms and conditions of the Plan as summarised in Schedule 1;

(i) the MD Rights have an Exercise Price of nil each;

(ii) the MD Rights to be issued will be subject to vesting conditions as set by the Board relating to individual performance, company performance and other strategic progress by the Company. The vesting conditions will be tested against the 12 month period commencing 1 January 2027 (**Performance Period**);

(iii) the number of MD Rights that vest and be able to be exercised into Shares will depend on the level of achievement against the vesting conditions. The weighting allocated to each vesting condition, and the level of achievement, will be determined by the Board in its discretion;

(iv) the MD Rights will expire five (5) years from grant (**Expiry Date**); and

(v) subject to applicable vesting conditions being satisfied (or waived by the Board in its discretion or in accordance with the Plan) and any adjustment permitted under the Plan, one MD Right will be exercisable prior to the Expiry Date at the holder's election into one Share of the Company (which will be issued on the same terms and conditions as the Company's existing Shares) or at the election of the Board a Cash Payment equal the market value of a Share;

(f) the Company wishes to grant the MD Rights as:

(i) they will align the interests of the Related Party with those of Shareholders;

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(ii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations that it would if alternative cash forms of remuneration were given to the Related Party;

(iii) there is a deferred taxation benefit available to the Related Party in respect of the issue of the MD Rights. This is also beneficial to the Company as it means the Related Party does not need to immediately sell Shares to fund a tax liability, as may be the case with an issue of Shares where the tax liability arises upon the issue of the Shares; and

(iv) they are simpler to administer than the grant of Shares that would need to be cancelled if the vesting conditions are not satisfied or waived;

(g) the Company has valued the MD Rights proposed to be issued to the Related Party on the basis they have a value equal to the value of a Share. Based on the closing Share price as at 6 October 2026 of $0.225, each MD Right has a value of $0.225;

(h) the MD Rights will be granted to the Related Party (or their nominees) no later than 1 year after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the MD Rights will be issued shortly after the Meeting;

(i) the MD Rights will be granted for nil cash price, accordingly no funds will be raised;

(j) a summary of the Plan, which applies to the MD Rights, is set out in Schedule 1;

(k) no loan has or will be provided to the Related Party in relation to the issue or subsequent exercise of the MD Rights;

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

(m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 3 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the MD Rights to the Related Party or his nominee as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of MD Rights to the Related Party or his nominee will not be included in the 15% calculation of the Company's 12 month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

4.6 Termination Benefits

Shareholder approval is also being sought for the purposes of sections 200B and 200E of the Corporations Act to allow the accelerated vesting (or continuation unvested) of the Related Party's MD Rights on the Related Party ceasing employment with the Company (as summarised under "Cessation of employment" above), where to do so would constitute the giving of a benefit to which section 200B of the Corporations Act applies.

The value of any benefit relating to the MD Rights given in connection with the Related Party ceasing to hold managerial or executive office cannot presently be ascertained. Matters, events and circumstances that will, or are likely to, affect the calculation of the benefit are:

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- the number of unvested MD Rights held by the Related Party prior to cessation of employment or office;
- the circumstances of or reasons for the Related Party's cessation of employment or office;
- the number of MD Rights that the Board determines should vest on the Related Party's cessation of employment or office;
- the result of any pro-rating on cessation of employment or office;
- the performance of the Company and the Related Party against the performance hurdles as at the date of the Related Party's cessation of employment or office;
- whether the MD Rights are settled in Shares or by payment of a cash equivalent amount; and
- the market price of the Company's shares on ASX on the date shares are provided to the Related Party, or if a cash equivalent amount is paid to the Related Party, upon vesting of the MD Rights.

4.7 Directors' recommendation

The Directors (with Mr Matthew Pustahya abstaining) recommend you vote in favour of Resolution 3.

5. Resolutions 4(a) and 4(b): Approval to issue Performance Rights to Non-Executive Directors

5.1 Background

Resolutions 4(a) and 4(b) seeks Shareholder approval for the grant, under the Company's NED Incentive Plan (**NED Plan**), of:

(a) Resolution 4(a) – 200,000 Performance Rights to Director Peter Eaglen (or his nominee); and

(b) Resolution 4(b) – 200,000 Performance Rights to Director Mark Noppé (or his nominee),

(collectively, the **NED Related Parties**).

5.2 ASX Listing Rule 10.14

A summary of Listing Rule 10.14 can be found in section 4.2 above.

The proposed grant of the Performance Rights (**NED Rights**) to the NED Related Parties, being Directors of the Company, is subject to ASX Listing Rule 10.14 and requires Shareholder approval before they can be granted.

If Resolutions 4(a) and 4(b) are passed, the NED Rights will be issued to the NED Related Parties (or their nominee). If Resolutions 4(a) and 4(b) are not passed, the Company will not be able to grant the NED Rights and will need to assess whether alternative incentives are to be offered to the NED Related Parties.

5.3 Key terms of NED Rights

The following table summarises the key terms of the NED Rights that will be granted to the NED Related Parties if approved by shareholders. Capitalised terms have the same meaning as used in the Plan unless context otherwise provides.

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<table>
<tr><th>Term</th><th>Details relating to NED Rights</th></tr>
<tr><td>Number of NED Rights</td><td>Subject to shareholder approval, the NED Related Parties will each be granted 200,000 NED Rights, granted in four tranches of 50,000 each.</td></tr>
<tr><td>Nature</td><td>If the applicable vesting conditions are met, and any other relevant conditions are satisfied, each NED Right will, upon exercise by the holder before its Expiry Date, at the Board's discretion be satisfied either through the issue or transfer of a Share or a cash payment equal to the market value of a Share.</td></tr>
<tr><td>Expiry Date</td><td>5 years from the Issue Date</td></tr>
<tr><td>Exercise Price</td><td>Nil</td></tr>
<tr><td>Vesting Conditions</td><td>The NED Rights will be subject to vesting conditions related to share price performance and personal performance over each calendar quarter commencing 1 January 2027 and ending 31 December 2027 as detailed below.
<table>
<tr><th>Tranche</th><th>Relevant Quarter</th></tr>
<tr><td>1</td><td>Q1 CY27</td></tr>
<tr><td>2</td><td>Q2 CY27</td></tr>
<tr><td>3</td><td>Q3 CY27</td></tr>
<tr><td>4</td><td>Q4 CY27</td></tr>
</table>
<table>
<tr><th>Quarterly VWAP</th><th>Maximum NED Rights in a Tranche that vest</th></tr>
<tr><td>20c or below</td><td>Nil</td></tr>
<tr><td>Above 20c and below 40c</td><td>10,000</td></tr>
<tr><td>40c or above and below 60c</td><td>37,500</td></tr>
<tr><td>60c or above</td><td>50,000</td></tr>
</table>
The number of NED Rights in a Tranche that vest will be determined by based on the quarterly VWAP of the Company and the Board's assessment of the applicable NED's performance during the relevant quarter. For clarity, each Tranche will only vest in respect of performance relating to its relevant quarter.

Any NED Rights that the Board resolves are to vest will, subject to continued employment, vest when notice of vesting is provided by the Board.</td></tr>
</table>

5.4 Specific information required by Listing Rule 10.14

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of NED Rights:

(a) the NED Related Parties are related parties by virtue of being a Directors of the Company and so fall under Listing Rule 10.14.1. If the NED Rights are granted to a nominee of the NED Related Parties, the nominee will be an Associate of the Director and fall under Listing Rule 10.14.2.

(b) the number of NED Rights (being the nature of the financial benefit being provided) to be granted to the NED Related Parties (or their nominee) is:

NED Related Party	Number of NED Rights
Peter Eaglen	200,000
Mark Noppé	200,000

(c) the current total remuneration package of the NED Related Parties (inclusive of superannuation and equity- based remuneration) for the current financial year, and for the previous two financial years, is as follows. This is in addition to the NED Rights proposed to be granted under Resolution 3.

	Current financial year to 30 June 2027 (estimate)	Financial year ended 30 June 2026 (F726)	Financial year ended 30 June 2025 (FY25)
Peter Eaglen	$98,510[1]	$110,494[2]	$120,126[3]
Mark Noppé	$76,110[4]	$88,094[5]	$97,826[6]

Notes:

1. Comprising salary ($67,200) and options/rights ($31,310).
2. Comprising salary ($67,200) and options/rights ($43,294).
3. Comprising salary ($66,900) and options/rights ($53,226).
4. Comprising salary ($44,800) and options/rights ($31,310).
5. Comprising salary ($44,800) and options/rights ($43,294).
6. Comprising salary ($44,600) and options/rights ($53,226).

(n) the NED Related Parties (and their associates) have not previously been issued any Equity Securities under the NED Incentive Plan (**NED Plan**);

(o) the material terms and conditions of the NED Rights to be granted to the NED Related Parties are set out above and are also subject to the terms and conditions of the NED Plan;

(p) the Company wishes to grant the NED Rights as:

(i) they will align the interests of the NED Related Parties with those of Shareholders;

(ii) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations that it would if alternative cash forms of remuneration were given to the NED Related Parties;

(iii) there is a deferred taxation benefit available to the NED Related Parties in respect of the issue of the NED Rights. This is also beneficial to the Company as it means the NED Related Parties do not need to immediately sell Shares to fund a tax liability, as may be

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the case with an issue of Shares where the tax liability arises upon the issue of the Shares; and

(iv) they are simpler to administer than the grant of Shares that would need to be cancelled if the vesting conditions are not satisfied or waived;

(q) the Company has valued the NED Rights proposed to be issued to the Related Parties on the basis they have a value equal to the value of a Share. Based on the closing Share price as at 6 October 2026 of $0.225, each NED Right has a value of $0.225;

(r) the NED Rights will be granted to the NED Related Parties (or their nominees) no later than 1 year after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the NED Rights will be issued shortly after the Meeting;

(s) the NED Rights will be granted for nil cash price, accordingly no funds will be raised;

(t) a summary of the Plan, which is identical to the NED Plan that applies to the NED Rights except for participant eligibility, is set out in Schedule 1;

(u) no loan has or will be provided to the NED Related Parties in relation to the issue or subsequent exercise of the NED Rights;

(v) details of any securities issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and

(w) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 4(a) and 4(b) are approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the NED Rights to the NED Related Parties or their nominee as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of NED Rights to the NED Related Parties or their nominee will not be included in the 15% calculation of the Company's 12 month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

5.5 Termination Benefits

Shareholder approval is also being sought for the purposes of sections 200B and 200E of the Corporations Act to allow the accelerated vesting (or continuation unvested) of the NED Related Parties' NED Rights on the NED Related Parties ceasing employment with the Company (as summarised under "Cessation of employment" above), where to do so would constitute the giving of a benefit to which section 200B of the Corporations Act applies.

The value of any benefit relating to the NED Rights given in connection with the NED Related Parties ceasing to hold managerial or executive office cannot presently be ascertained. Matters, events and circumstances that will, or are likely to, affect the calculation of the benefit are:

- the number of unvested NED Rights held by the NED Related Parties prior to cessation of employment or office;
- the circumstances of or reasons for the NED Related Parties' cessation of employment or office;

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- the number of NED Rights that the Board determines should vest on the NED Related Parties' cessation of employment or office;
- the result of any pro-rating on cessation of employment or office;
- the performance of the Company and the NED Related Parties against the performance hurdles as at the date of the NED Related Parties cessation of employment or office;
- whether the NED Rights are settled in Shares or by payment of a cash equivalent amount; and
- the market price of the Company's shares on ASX on the date shares are provided to the NED Related Parties, or if a cash equivalent amount is paid to the NED Related Parties, upon vesting of the NED Rights.

5.6 Directors' recommendation

The Directors (with Directors Peter Eaglen and Mark Noppé abstaining in relation to their respective resolutions) recommend you vote in favour of Resolutions 4(a) and 4(b).

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6. Resolution 5: Approval to issue securities under the Incentive Awards Plan

6.1 Background

The Company has established an employee incentive plan, known as the Incentive Awards Plan (Plan), under which certain employees will be provided with securities in the Company.

Remuneration of the Company's employees is determined by the Board based on the recommendations of its non-executive Directors, taking into consideration relevant market practices and the circumstances of the Company, on an annual basis. It is the view of the Board that allowing employees to take part in the Plan by receiving part of their remuneration in the form of equity securities (such as Options) is in the best interests of Shareholders.

Accordingly, the Board of the Company wish to utilise the Plan, as a means of incentivising individual and/or collective performance and to recognise and reward this performance and to be able to attract talent to the Company. By this Resolution 5, the Company is seeking Shareholder approval for the issue of Equity Securities under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

6.2 Listing Rules

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of Equity Securities under the employee incentive scheme as exception to the relevant Listing Rules.

Accordingly, the Company is seeking to have the Plan approved by Shareholders such that any Equity Securities issued under the Plan over the next 3 years will be disregarded when determining the Company's capacity to issue Equity Securities under Listing Rule 7.1 and 7.1A (as applicable).

Whilst under the provisions of the Plan Directors are eligible to participate in the Plan, no options will be issued to the Directors (or their nominees) unless further specific approval for the issue of those options is obtained pursuant to the provisions of Listing Rule 10.14.

Information required for Listing Rule 7.2 (Exception 13)

Exception 13(b)	Information
A summary of the terms of the Plan	A summary of the terms and conditions of the Plan is attached in Schedule 1 to this Notice of Meeting and Explanatory Memorandum. Shareholders are invited to contact the Company if they have any queries or concerns.
The number and class of Securities issued under the Plan since the entity was listed or the date of the last approval under Listing Rule 7.2 (Exception 13(b)):	Since the Plan was last approved by Shareholders at the 2023 AGM, the Company has issued 2,500,000 employee options and 7,000,000 employee performance rights under the Plan.
The maximum number of Equity Securities proposed to be issued under the Plan following the approval:	It is proposed that the maximum number of 10% of Issued Capital will be issued under the Plan within the 3-year period following Shareholder approval. The maximum number is not intended to be a prediction of the actual number of

	Equity Securities to be issued under the Plan, simply a ceiling for the purposes of Exception 13(b) of Listing Rule 7.2. It is not envisaged that the maximum number of Equity Securities for which approval is sought will be issued immediately.
A voting exclusion statement	The Notice of Meeting contains a: - Voting Exclusion Statement pursuant to Listing Rule 14.11; and - Voting Restriction pursuant to section 250BD of the Corporations Act.

Information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to issue the securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

If Resolution 5 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, however, any issues of securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

For the avoidance of doubt, the Company will need separate Shareholder approval under Listing Rule 10.14 in respect of any future issue of Awards under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. For this reason, the Company is also seeking approval under Resolution 3 for the issue of Performance Rights to Director Matthew Pustahya pursuant to the Plan for the purposes of Listing Rule 10.14.

6.3 Directors recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

SPECIAL BUSINESS

7. Resolution 6: Approval of additional 10% placement capacity

7.1 Background

Resolution 6 seeks Shareholder approval to permit Litchfield to issue an additional 10% of its issued capital over a 12-month period in accordance with Listing Rule 7.1A (**Additional Placement Facility**).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 permits Litchfield to issue a maximum of 15% of its capital in any 12-month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of $300 million or less) can issue a further 10% of share capital in 12 months once Shareholders approve this by special resolution at the AGM. This requires at least 75% of the

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votes cast in favour of the resolution by Shareholders entitled to vote. Litchfield is an eligible entity as at 28 September 2026 its market capitalisation is $15.24 million.

If this Resolution 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. There are no proposed issues by the Company under this proposed Resolution if the Resolution is passed.

If Resolution 6 is not passed, then the Company will not have the availability of the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval provided under ASX 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. Accordingly, if the Company intends to issue securities over and above its placement capacity under ASX Listing Rule 7.1 then Shareholder approval will be required to issue such securities.

7.2 Listing Rules

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities and issued for a cash consideration per Listing Rule 7.1A.3. The Company currently has 1 class of quoted Equity Securities on issue, being the Shares (ASX Code: LMS.)

The number of Equity Securities that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement to issue:

(a) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;

(b) plus the number of fully paid ordinary securities issued in the previous 12 months 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 more than 12 months immediately preceding the date of issue or agreement to issue; or

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

(c) plus the number of fully paid ordinary securities issued in the last 12 months under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(i) the agreement was entered into more than 12 months before; or

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

(d) plus the number of any other fully paid ordinary securities issues in the previous 12 months with approval under Listing Rule 7.1 or 7.4;

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(e) plus the number of partly paid shares that became fully paid in the previous 12 months immediately preceding the date of issue or agreement to issue; and

(f) less the number of Shares cancelled in the previous 12 months immediately preceding the date of issue or agreement to issue.

D is 10%.

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

For the purposes of Listing Rule 7.3A, Litchfield provides the following information:

Minimum price at which the equity securities may be issued	The issue price of each equity security must be no less than 75% of the volume weighted average price for the equity security calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price, at which the securities are to be issued, is agreed; or (b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include: (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and (b) the shares may be issued at a price that is at a discount to the market price for the shares on the issue date. Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.
Date by which the Company may issue the securities	The period commencing on the date of the annual general meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following: (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; (b) the time and date of the entity's next annual general meeting; and (c) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2. The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.
Purposes for which the equity	It is the Board's current intention that any funds raised under an issue of equity securities will be applied as follows: (a) Continued exploration activities;

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securities may be issued	(b) General working capital; and (c) The acquisition of new assets or investments, including due diligence.
Details of Litchfield's allocation policy for issues under approval	The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following: (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate; (b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.
Previous approvals under ASX Listing Rule 7.1A	The Company obtained approval under Listing Rule 7.1A at its last Annual General Meeting on 13 November 2025.
Equity securities issued	The Company has not issued or agreed to issue any shares under rule 7.1A.2 in the relevant period.

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Information under Listing Rule 7.3A.2

The table below shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at 5 October 2026. The table includes examples where variable "A" has increased, by 50% and 100%:

		Dilution		
Variable 'A' in Listing Rule 7.1A.2		**$0.113** **50% decrease in Issue Price**	**$0.225** **Issue Price**	**$0.450** **100% increase in Issue Price**
Current Variable A* **66,291,059 Shares**	10% voting dilution	6,629,106	6,629,106	6,629,106
	Funds raised	$745,774	$1,491,549	$2,983,098
50% increase in current Variable A* **99,436,589 Shares**	10% voting dilution	9,943,659	9,943,659	9,943,659
	Funds raised	$1,118,662	$2,237,323	$4,474,646
100% increase in current Variable A* **132,582,118 Shares**	10% voting dilution	13,258,212	13,258,212	13,258,212
	Funds raised	$1,491,549	$2,983,098	$5,966,195

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in Litchfield's case, equates to the current number of Shares on issue as at 5 October 2026. The number of Shares on issue (Variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The table has been prepared on the assumptions set out below.

a) Litchfield issues the maximum number of equity securities available under the Additional Placement Facility.
b) the issue of Equity Securities under the 10% Placement Capacity consists only of Shares. No options are exercised to convert into shares before the date of the issue of the equity securities available under Listing Rule 7.1A.
c) Other than as indicated in the Table, the Company does not issue any additional equity securities during the 12-month period.
d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
e) The table does not show an example of dilution that may be caused to a particular shareholder by reason of a share issue under Listing Rule 7.1A (i.e. the Additional Placement Facility), based on that shareholder's holding at the date of the meeting
f) The table shows only the effect of issues of equity securities under Listing Rule 7.1A (i.e. the Additional Placement Facility), not under the 15% placement capacity under Listing Rule 7.1.
g) The issue of shares under Listing Rule 7.1A consists only of ordinary shares in the Company.
h) The issue price is $0.225, being the closing price of the Shares on ASX on 5 October 2026.
i) The Company will comply with the disclosure obligations under Listing Rules 2.7, 3.10.3 and 7.1A(4) upon issue of any Equity Securities under the 10% Placement Capacity.

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7.4 Directors' recommendation

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

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Glossary

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

AGM	Means an Annual General Meeting.
Annual General Meeting or **Meeting**	means Litchfield's Annual General Meeting the subject of this Notice of Meeting.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the Board of Directors of Litchfield.
Company or **Litchfield**	means Litchfield Mining Limited ACN 117 763 443.
Constitution	means the Constitution of Litchfield
Corporations Act	means the *Corporations Act 2001* (Cth).
Directors	means the Directors of the Company.
Explanatory Memorandum	means the Explanatory Statement accompanying the Resolutions contained in this Notice of Meeting.
KMP or **Key Management Personnel**	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the listing rules of ASX.
Notice of Meeting	means this Notice of Meeting and includes the Explanatory Memorandum.
Relevant Period	means the definition of "relevant period" as described in listing rule 7.1 being 'if the entity has been admitted to the official list for more than 12 months, the 12 month period immediately preceding the date of issue or agreement'.
Remuneration Report	means the section of the Directors' Report for the 2026 financial year that is included under section 300A(1) of the Corporations Act.
Resolution	means a Resolution proposed in this Notice of Meeting.
Shareholder	means a person who is a registered holder of Litchfield Shares.

SCHEDULE 1 – SUMMARY OF PLAN

Term	Description
Eligibility	The Board has the discretion to determine which Eligible Participants can participate in the Incentive Awards Plan (**Plan**), and the number and type of Awards that they will be offered. **Eligible Participants** are any existing or prospective full-time or part-time employee, casual employee, director or individual service providers of the Company or any of its subsidiaries who are declared by the Board to be eligible to receive grants of Awards under the Plan.
Awards	Under the Plan the Company can grant Options, Performance Rights and Shares (together, **Awards**). The Board has the discretion to set the terms and conditions on which it will offer Awards under the Plan.
Invitation and Application Form	The Board may, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Awards upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (**Invitation**). On receipt of an Invitation, an Eligible Participant (or their permitted nominee) may apply for the Awards the subject of the Invitation by providing a completed application form to the Company (which may be online). The Board may accept an application from an Eligible Participant or permitted Nominees in its discretion. In the event of any inconsistency between the Plan and a specific Invitation, the specific Invitation prevails. This can be used to modify the application of the Plan where necessary in specific circumstances.
Conditions to acquisition of Award	The acquisition of Awards is conditional on compliance with all applicable legislation, stock exchange rules and the Constitution, and receipt of any necessary approvals required under applicable legislation, stock exchange rules, contractual agreements and the Constitution.
Cap on certain Invitations	Where an Invitation for Awards that require cash consideration to be paid either on issue or exercise (eg an option with an exercise price) is proposed to be made and the Company wishes to rely on the employee share scheme provisions in Division 1A of Part 7.12 of the Corporations Act (**ESS Provisions**), and the offer is not being made to an exempt investor under section 708 of the Corporations Act, the Company must reasonably believe, when making such an Invitation, that the Invitation will not result in the Company breaching the cap imposed by the ESS Provisions (being, where the Company is listed on a stock exchange, 5% of the total number of Shares on issue at the date of the Invitation or such other percentage as specified in the Company's Constitution).
Acquisition Price for Awards	The grant of Awards under the Plan may be subject to the payment of an acquisition price by the Participant as determined by the Board, or otherwise Awards may be granted at no cost to the Participant.

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Exercise Price of Convertible Securities	The exercise price of Options or Performance Rights (together, **Convertible Securities**) may be determined by the Board, or otherwise may be exercised at no cost to the Participant.
Expiry Date of Convertible Securities	Convertible Securities that do not automatically convert on vesting should be given an expiry date, which can be no more than date 15 years from the date of grant of the Convertible Securities. A Convertible Security lapses on the Expiry Date if it has not been converted or otherwise lapsed.
Nature of Convertible Securities	Each Convertible Security will entitle its holder to subscribe for and be issued or transferred, one Share (upon vesting and exercise of that Convertible Security) unless the Plan or an applicable Invitation otherwise provides. See below in relation to a Cash Payment alternative. A Convertible Security does not entitle the Participant to: (i) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders; (ii) receive any dividends of the Company, whether fixed or at the Directors' discretion; (iii) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise; (iv) any right to participate in the surplus profits or assets of the Company upon a winding up; or (v) participate in new issues of Securities such as bonus issues or entitlement issues.
Vesting and exercise of Convertible Securities	The Board may determine that Convertible Securities will be subject to performance, service, or other conditions which must be satisfied before the Convertible Securities vest and are exercisable (either at the holder's election or automatically) (**Vesting Conditions**) and, if so, must specify those Vesting Conditions in the invitation to each Eligible Participant. The Board may, in its discretion, amend or waive any Vesting Conditions attaching to Convertible Securities at any time, subject to applicable law and stock exchange rules (which may require a rule waiver and shareholder approval). Specific invitations can provide that Vesting Conditions are automatically waived in full or pro rata in certain circumstances, for example a person ceasing employment other than For Cause, or on a Change of Control. Convertible Securities which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived. Vested Convertible Securities can be exercised before their Expiry Date, unless they are exercised automatically on vesting (which must be specified in an invitation to apply). Following the valid exercise of a Convertible Security, the Company will issue or arrange the transfer of a Share to the Participant. Alternatively, if provided for by an Invitation, the Board may determine to make a cash

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	payment equal to the Market Value of a Share as at the date the Convertible Security is exercised less, in respect of an Option, any Option Exercise Price, and any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of any cash payment (**Cash Payment**). For the avoidance of doubt, if the Vesting Conditions relevant to a Convertible Security are not satisfied and/or otherwise waived, that Convertible Security will lapse.
Cashless Exercise Facility	The Board may, in its discretion, where Market Value is higher than the exercise price of vested Options, permit a Participant not pay the exercise price for exercised Options and instead be issued that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share) (**Cashless Exercise Facility**).
Disposal of Convertible Securities	Except as otherwise provided for by the Plan, an Invitation, the ASX Listing Rules or required by law, a Convertible Security may only be disposed: (i) with the consent of the Board (which may be withheld in its discretion) in Special Circumstances, being: (A) ceasing to be an Eligible Participant due to death or total or permanent disability, or retirement or redundancy; (B) severe financial hardship; or (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant Invitation; or (ii) by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy or under the law relating to mental health.
Shares as an Award or on vesting of Convertible Securities	Shares granted under the Plan or issued or transferred on the exercise of Convertible Securities will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.
Restricted Shares	(i) Subject to the Plan, Shares can be made subject to a Restriction Condition and/or a Restriction Period, either of which prohibit disposal until satisfied or waived at the Board's discretion (unless an Invitation otherwise provides). (ii) Subject to the Plan, the Board may, at its discretion, waive or amend any Restriction Condition or Restriction Period applying to a Share at any time in whole or in part, subject to applicable law and stock exchange rules. (iii) Subject to the Plan, if a Restriction Condition is not met (and is not waived), the Company may, amongst other remedies, buyback and cancel the Shares for such consideration as determined by the Board (which may be nil), sell the Shares for at least 80% of Market Value, or declare the Shares to be forfeited

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	and, where held by a trustee, for the Shares to return to the unallocated pool or to be allocated to a different Participant. (iv) A Share that is subject to a Restriction Period is not at risk of buyback/sale/forfeiture, it is just unable to be disposed of during the Restriction Period.
Forfeiture/lapse of Awards	Unless otherwise determined by the Board, a Share granted under the Plan will be forfeited, and a Convertible Security will lapse, in certain circumstances including: (i) in the case of a Convertible Security: (A) where the Board determines that any Vesting Condition applicable to the Convertible Security cannot be satisfied (and is not waived); or (B) on the Expiry Date applicable to the Convertible Security; (ii) in certain circumstances if the Eligible Participant leaves (ie ceases to be an Eligible Participant). See 'Ceasing to be an Eligible Participant' below; (iii) if the Board determines that the Award is liable to clawback (see 'Misconduct and Clawback' below); and (iv) where the Participant purports to dispose of the Award or enter any arrangement in respect of the Award, in breach of any disposal or hedging restrictions.
Participation and anti-dilution rights of Convertible Securities	Convertible Securities do not confer the right to participate in new issues of Shares or other securities in the Company. Subject to the ASX Listing Rules, the Plan provides for adjustments to be made to the number of Shares which a Participant would be entitled on a reorganisation of capital. If an Invitation provides, the number of Shares acquired on exercise of Convertible Securities and/or the exercise price (if any) of the Convertible Securities can be adjusted, in accordance with stock exchange rules, in the event of a bonus issue or pro-rata issue to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment).
Restrictions on Disposal or Awards	Convertible Securities and Restricted Shares may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, except in Special Circumstances (as defined in the Plan). Participants must not enter any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Convertible Securities or Restricted Shares.
Quotation of Awards	Awards, except Shares, will not be quoted on a stock exchange. The Company will, if its Shares are quoted on a stock exchange, apply for official quotation of any Shares issued under the Plan, in accordance with applicable stock exchange rules.

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

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XCEND
INVESTOR SUPPORT
www.xcend.co
+61 (2) 8591 8509
meetings@xcend.co

Litchfield Minerals Limited
ACN 612 660 429

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
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Your Annual General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting will vote undirected proxies in favour of all Resolutions.

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Tuesday, 24 November 2026 at 10:00am (AEST)
Location	Moore Australia, Level 12, 10 Eagle St, Brisbane QLD 4000
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form - if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: Litchfield Minerals Limited
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy Form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Sunday, 22 November 2026 at 10:00am (AEST)
(48 hours before the meeting)

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect
- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - Litchfield Minerals Limited
Annual General Meeting November 2026

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Appointment of Proxy

I/We, being member(s) of Litchfield Minerals Limited ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting on Tuesday, 24 November 2026 at 10:00am (AEST) at Moore Australia, Level 6, 10 Eagle St, Brisbane QLD 4000 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. By appointing the Chair of the Meeting as proxy (or where the Chair of the Meeting becomes proxy by default), I/we give the Chair of the Meeting express authority to vote on Resolutions 1, 3, 4(a), 4(b) and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (including the Chair of the Meeting), unless I/we have indicated a different voting intention below.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Adoption of 30 June 2026 Remuneration Report			
2	Re-election of Professor Mark Noppé			
3	Approval to issue Performance Rights to Director Matthew Pustahya (or nominee)			
4(a)	Approval to issue 400,000 Performance Rights to Non-Executive Director Dr Peter Eaglen (or his nominee)			
4(b)	Approval to issue 400,000 Performance Rights to Non-Executive Director Prof. Mark Noppe (or his nominee)			
5	Approval to issue securities under the Incentive Plan			
6	Approval of additional 10% capacity to issue Equity Securities under Listing Rule 7.1A			

Please Sign and Return

*** This section must be completed.**

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address	Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.