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APC MINERALS LIMITED

ACN 149 390 394

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (Perth time)

DATE: Monday, 30 November 2026

PLACE: Subiaco Business Centre
531 Hay Street
Subiaco WA 6008

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 8.00am (Perth time) on Monday, 30 November 2026.

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NOTICE OF MEETING

Notice is hereby given that the 2025 Annual General Meeting of Shareholders of APC Minerals Limited (ACN 149 390 394) will be held at 10:00am (Perth time) on Monday, 30 November 2026 at the Subiaco Business Centre, Unit 5, 531 Hay Street, Subiaco, Western Australia for the purpose of transacting the business outlined below.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting. Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained within the Explanatory Statement.

AGENDA

A. FINANCIAL STATEMENTS & REPORTS

To receive and consider the Financial Report of the Company for the financial year ended 30 June 2026 consisting of the Financial Statements and Notes, the Director's Report, the Remuneration Report, the Directors' Declaration and the Independent Audit Report.

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's financial report for the financial year ended 30 June 2026."

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

A voting prohibition statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR WHO RETIRES BY ROTATION – JONATHAN FISHER

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

"That, for the purposes of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Jonathan Fisher, a director who retires by rotation, and being eligible, is re-elected as a director of the Company."

3. RESOLUTION 3 – ELECTION OF DIRECTOR – VIKRAM KUMAR

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

"That, for the purposes of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Vikram Kumar, a director who was appointed to a casual vacancy, retires, and being eligible, is elected as a director of the Company."

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4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT – LR 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 29,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement is included below.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TOP-UP PLACEMENT – LR 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement is included below.

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO YELVERTON CAPITAL PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Broker Options to Yelverton Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement is included below.

7. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purpose of ASX 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 issued capital 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 Statement."

8. RESOLUTION 8 – ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentive Securities Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition is included below.

Dated: 14 October 2026

By order of the Board

Michael Fry
Company Secretary

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report;	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 8 – Adoption of Employee Incentive Securities Plan	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (c) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (d) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (d) the voter is the Chair and the appointment of the Chair as proxy: (iii) does not specify the way the proxy is to vote on this Resolution; and (iv) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out

Resolution 4 – Ratification of prior issue of Shares under Placement	Any person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Ratification of prior issue of Shares under Top-Up Placement	Any person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to Issue Options to Yelverton Capital Pty Ltd	Yelverton Capital Pty Ltd (or its nominee(s)) or any other 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 an associate of that person (or those persons).

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

(a) a person as 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 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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Information for Shareholders

Attendance in person

Shareholders are welcome to attend the Meeting in person. Registration will open from 9:45am (AWST).

Who may Vote

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Directors have determined the persons whose names are recorded in the register of members of the Company as the holder of at least one Share at 8:00am AWST on Monday, 30 November 2026 are entitled to vote at the Meeting convened by this Notice. If a Share is held jointly, only one joint holder may vote. If more than one joint holder votes in respect of jointly held Shares, only the vote of the holder whose name appears first in the Company's register of members will be counted.

Voting by poll

The Chair will put all resolutions to a poll at the Meeting. Voting results on resolutions that are put to the Meeting (including the relevant proxy votes) will be announced to the ASX as soon as practicable after the Meeting.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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

Corporate representative

A Shareholder who is a body corporate and who is entitled to attend and vote at the Meeting, or a proxy who is a body corporate and who is appointed by a Shareholder entitled to attend and vote at the Meeting as the Shareholders' proxy, may appoint a person to act as its representative at the Meeting. The appointment must comply with section 250D of the Corporations Act. A corporate representative must provide written evidence of their appointment to APC's Company Secretary prior to the Meeting by obtaining and completing an "Appointment of Corporate Representative" from Automic's website at: https://automic.com.au/form/corporate_representative.pdf

Chair's intention regarding undirected proxies

It is the Chair's intention to vote all undirected proxies (ie, open proxies) which the Chair holds as proxy in favour of all Resolutions (subject to the applicable voting prohibitions and exclusions described above).

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 417 996 454.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of APC Minerals Limited (ACN 149 390 394) in connection with the business to be conducted at the 2026 Annual General Meeting of the Company to be held at 10:00am (Perth time) on Monday, 30 November 2026 at Subiaco Business Centre, 531 Hay Street, Subiaco, Western Australia.

The purpose of the Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 which includes the Financial Statements and Notes, the Directors' Report, the Remuneration Report, the Directors' Declaration and the Independent Audit Report.

Neither the Corporations Act nor the Constitution requires a vote on the reports however Shareholders will have the opportunity to ask questions about them at the Meeting.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.apcminerals.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained within the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this AGM.

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2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- If you appoint a member of the KMP (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy: You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority on this Resolution.
- If you appoint the Chair as your proxy (where they are also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member): You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you should be aware of the acknowledgement on the Proxy Form that expressly authorises the Chair to exercise their discretion in exercising your proxy, and that the Chair intends to cast undirected proxies in favour of the Resolution, even though this Resolution is connected directly or indirectly with the remuneration of KMP.
- If you appoint any other person as your proxy: You do not need to direct your proxy how to vote on this Resolution but may do so if you wish.

Where appointed as an undirected proxy and authorised to do so, the Chair will cast available proxy votes in favour of Resolution 1 . Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 1 or abstain from voting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR WHO RETIRES BY ROTATION – JONATHAN FISHER

3.1 General

Listing Rule 14.5 requires a listed company to hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Jonathan Fisher was last elected on 28 March 2024 and retires by rotation and seeks re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.2 Director's biography

Jonathan Fisher holds degrees in Law, Finance and Commerce (University of Western Australia and Macquarie University), and has 20 years' experience in the resources and corporate industries.

Mr Fisher is currently Chief Executive Officer of uranium explorer Cauldron Energy Limited, and non-executive Chairman of Miramar Resources Limited (ASX: M2R) and was previously the Chief Financial Officer of TNG Limited where he led their project financing and government liaison teams. He was responsible for delivery of $800 million in conditional financing support for TNG's Mt Peake project in the NT. Prior to TNG, Jonathan was Chief Financial Officer for five years for Tellus Holdings Limited, a hazardous and radioactive waste management company and General Manager Corporate Finance for Atlas Iron for circa four years during the period 2012 to 2015 where he was responsible for corporate treasury operations, debt capital for project development, and various other commercial responsibilities. Other roles have included corporate advisory at Price Waterhouse Coopers, Rothschild (London based), and Poynton and Partners. Mr Fisher is a Graduate of the Australian Institute of Company Directors (GAICD) and a fellow of the Chartered Institute for Securities & Investment (CISI).

Jonathan Fisher is considered an independent director.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Jonathan Fisher will be re-elected to the Board as an independent Director.

In the event that Resolution 2 is not passed, Jonathan Fisher will not continue in his role as an independent Director. This will mean that the Board will only comprise of two Directors and the Company will be found to be in breach of clause 14.1 of the Constitution and section 201A(2) of the Corporations Act. The Company will need to seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

3.3 Board recommendation

All of the Directors, except Jonathan Fisher who has abstained from making a recommendation, recommend that Shareholders vote in favour of Resolution 2. The Board in making its recommendation has reviewed the skills and experience which Jonathan contributes to the Board, encompassing capital markets expertise, finance and resources industry knowledge.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 2. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 2 or to abstain from voting.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – VIKRAM KUMAR

4.1 General

Clause 14.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Vikram Kumar , having been appointed by other Directors on 20 February 2026, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

Director's biography

Vikram Kumar is an experienced management consultant and corporate lawyer with a strong focus on value creation, M&A, corporate strategy, and governance. He is a Founder & Director of Spinnaker Capital, a funds management business in Perth, Australia. Previously, he worked as a management consultant at Bain & Company in Sydney, where he advised clients across Australia in diverse industries on corporate strategy, process optimization and cost reduction. He also served as a corporate lawyer at leading law firms in Perth, Sydney and Tokyo, specializing in private equity, energy & resources and advising Japanese firms on cross-border transactions. Vikram is presently a non-executive Director of Mamba Exploration Limited (ASX: M24) and holds a Bachelor of Laws and a Bachelor of Commerce from the University of Western Australia.

Vikram Kumar is considered an independent director.

Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, Vikram Kumar will be re-elected to the Board as an independent Director.

In the event that Resolution 3 is not passed, Vikram Kumar r will not continue in his role as an independent Director. This will mean that the Board will only comprise of two Directors and the Company will be found to be in breach of clause 14.1 of the Constitution and section 201A(2) of the Corporations Act. The Company will need to seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4.2 Board recommendation

All of the Directors, except Vikram Kumar who has abstained from making a recommendation, recommend that Shareholders vote in favour of Resolution 3. The Board in making its recommendation has reviewed the skills and experience which Vikram contributes to the Board, encompassing capital markets expertise, legal, finance and resources industry knowledge.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 3. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 3 or to abstain from voting.

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5. BACKGROUND IN RELATION TO RESOLUTIONS 4, 5 AND 6

5.1 Placement

On 2 December 2025, the Company announced that it had received firm commitments from sophisticated and professional investors (**Placement Participants**) to raise approximately $116,000 (before costs) via the issue of 29,000,000 Shares at an issue price of $0.004 per Share (**Initial Placement**). On 12 December 2025, the Company issued the Shares under the Initial Placement utilising the Company's available placement capacity under Listing rule 7.1, ratification of which is sought under Resolution 4.

On 16 January 2026, the Company announced further firm commitments to raise approximately $264,000 (before costs) (**Top-up Placement**) through the issue of 66,000,000 Shares. On 21 January 2026, the Company issued the Shares under the Top-up Placement utilising the Company's available placement capacity under Listing Rule 7.1, ratification of which is sought under Resolution 5.

The Initial Placement and Top-up Placement are together referred to as the **Placement**.

5.2 Lead Manger

The Company engaged Yelverton Capital Pty Ltd (**Yelverton Capital**) to act as the sole lead manager to the Placement pursuant to a lead manager mandate (**Lead Manager Mandate**).

In part consideration for providing lead manager services in relation to the Placement, the Company has agreed to pay Yelverton Capital:

(a) a management fee equal to 2% of the gross proceeds raised under the Placement; and

(b) a selling fee equal to 4% of the gross proceeds raised under the Placement.

The Lead Manager Mandate otherwise contains provisions considered standard for agreements of its nature.

5.3 Entitlement Offer

In addition to the Placement, the Company undertook a renounceable rights issue to raise $1,384,776 (before costs) (**Entitlement Offer**) which was fully underwritten by Yelverton Capital pursuant to an underwriting agreement between the Company and Yelverton Capital (**Underwriting Agreement**).

As consideration for underwriting services provided in relation to the Entitlement Offer, the Company agreed to:

(a) pay a fee equal to 6% of the total funds raised under the Entitlement Offer, being $83,087; and

(b) issue 40,000,000 unlisted Options exercisable at $0.009 each and expiring on 31 December 2026 (**Broker Options**), subject to Shareholder approval pursuant to Resolution 6.

The Underwriting Agreement otherwise contains provisions considered standard for agreements of its nature.

5.4 Use of funds

Funds raised under the Placement and Entitlement Offer are to be used to advance the Company's existing projects, to identify potential new opportunities and for general working capital purposes.

6. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT – LR 7.1

6.1 General

As set out in Section 5.1 above, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 29,000,000 Shares to the unrelated Placement Participants.

6.2 Listing Rule 7.1

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

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by 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 of the issue.

6.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Yelverton Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Other than Wilhenlu Pty Ltd, Kobia Holdings Pty Ltd and JHAC Pty Ltd, the Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	29,000,000 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	12 December 2025.
Price or other consideration the Company received for the Securities	$0.004 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.4 for the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under any agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

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7. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TOP-UP PLACEMENT – LR 7.1

7.1 General

As set out in Section 5.1 above, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 66,000,000 Shares to the unrelated Placement Participants.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by 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 of the issue.

7.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out at Section 6.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue 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 of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Yelverton Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. Other than Wilhenlu Pty Ltd, Kobia Holdings Pty Ltd and Kassett Pty Ltd, the Company confirms that no other Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	66,000,000 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 5).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	21 January 2026.
Price or other consideration the Company received for the Securities	$0.004 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 5.4 for the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under any agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

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8. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO YELVERTON CAPITAL PTY LTD

8.1 General

As set out in Section 5.3 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 40,000,000 Broker Options as part consideration for underwriting services provided by Yelverton Capital in relation to the Entitlement Offer.

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue 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 this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company may be required to find alternative ways to compensate Yelverton Capital, including using the Company's existing cash reserves.

Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Yelverton Capital Pty Ltd (or their nominee(s)).
Number of Securities and class to be issued	40,000,000 Broker Options will be issued.
Terms of Securities	The Broker Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Broker Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Broker Options will be issued at a $0.00001 issue price
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Underwriting Agreement.
Summary of material terms of agreement to issue	The Broker Options are being issued under the Underwriting Agreement, a summary of the material terms of which is set out in Section 5.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that a company must not 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.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Placement Capacity**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of $6,607,133 (based on the number of Shares on issue and the closing price of Shares on the ASX on 13 October 2026).

Resolution 7 seeks Shareholder approval for the Company to have the additional 10% Placement Capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval. Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the AGM must be in favour of 8 for it to be passed.

9.2 Technical information required by Listing Rule 14.1A

If Resolution 7 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 7 is not passed, the Company will not be able to access the additional 10% Placement Capacity to issue Equity Securities without Shareholder approval under 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.

9.3 Technical information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 7:

(a) **Period for which the 10% Placement Capacity is valid**

The 10% Placement Capacity will commence on the date of the Meeting and expire on the first to occur of the following:

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

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

(iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 10% Placement Capacity must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the VWAP of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.3(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 10% Placement Capacity**

The Company intends to use any funds raised from any issues of Equity Securities under the 10% Placement Capacity for ongoing working capital requirements. Funds may also be used for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition) or continued exploration expenditure on the Company's projects.

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The purpose of seeking the 10% Placement Capacity is to enable the Company the flexibility to issue Equity Securities in addition to the 15% placement capacity afforded to the Company under Listing Rule 7.1, should the Board identify a need and opportunity to do so. The Directors are not currently aware of any matters which would require a change to the Company's corporate and strategic objectives.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the issue. If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 13 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.0045	**$0.0090**	**$0.0135**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	734,125,882	73,412,588	330,357	660,713	991,070
50% increase	1,101,188,823	110,118,882	495,535	991,070	1,486,605
100% increase	1,468,251,764	146,825,176	660,713	1,321,427	1,982,140

*The number of Shares on issue (Variable A in the formula) could increase because of the issue of securities that do not require Shareholder approval or that are issued with Shareholder approval under Listing Rule 7.1 (including issue of the Shares the subject of Resolutions at this Meeting).

The table above uses the following assumptions:

(i) There are currently 292,933,373Shares on issue.

(ii) The issue price set out above is the closing market price of the Shares on the ASX on 13 October 2026 (being $0.009).

(iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

(iv) 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 or with approval under Listing Rule 7.1.

(v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities.

(vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(vii) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.

(viii) 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%.

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(ix) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placement under 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of any Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

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

(iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(v) prevailing market conditions; and

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

(f) **Compliance with Listing Rule 7.1A.4**

If the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4.

(g) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2025.

In the period post 28 November 2025 and up to the date of the Meeting, the Company has issued nil Shares using the 10% placement capacity available under Listing Rule 7.1A

9.4 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

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10. RESOLUTION 8 – ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN

10.1 General

Resolution 8 seeks the approval of Shareholders for the adoption of an employee incentive scheme titled "Employee Incentive Securities Plan" (Plan) in accordance with Listing Rule 7.2 (Exception 13(b)). The objective of the Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

For the avoidance of doubt, the Plan replaces the Employee Incentive Securities Plan that was approved by Shareholders at the annual general meeting on 30 November 2022.

Resolution 8 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

10.2 Listing Rule 7.1 & 7.2

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that a company must not 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)) sets out an exception to Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of three (3) years from the date on which shareholders approve the issue of the securities under the scheme.

The exception in Listing Rule 7.2 (Exception 13(b)) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting applicable to the scheme's approval by shareholders.

No Directors or their Associates will participate in the Plan or receive any Equity Securities under the Plan unless and until further Shareholder approval of specific issues to them is obtained.

10.3 Section 260C(4) of the Corporations Act

If the Company elects to offer a participant the ability to participate in the cashless exercise facility (Facility) under the Plan, the Company may be considered to be providing financial assistance to the participant as, under the Facility, the Company may financially assist Plan participants to acquire Shares in the Company.

Under section 260A of the Corporations Act, the Company is prohibited from financially assisting in the acquisition of Shares except in certain limited circumstances or if an exemption from this prohibition applies. Section 260C(4) of the Corporations Act provides an exemption in relation to financial assistance provided under an employee share scheme, where the employee share scheme has been approved by shareholders in a general meeting. Accordingly, the Company is also seeking approval of the Plan for the purposes of section 260C(4) of the Corporations Act.

10.4 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed then the Company will be able to issue Equity Securities under the Plan to eligible participants from the date of the Meeting for a period of three (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 8 is not passed, any Equity Securities issued to eligible participants under the Plan will be included in calculating the Company's 15% limit in Listing Rule 7.1, decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those Equity Securities. If Shareholder approval is not granted under this Resolution 4, the Board may need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long term incentive subject to the risk of forfeiture, performance conditions and performance period.

10.5 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.2, the following information is provided in relation to Resolution 8:

a) a summary of the terms and conditions of the Plan is set out in Schedule 2. A full copy of the Plan is available from the Company's registered office during normal business hours;

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b) the Company has not issued any securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan;

c) the maximum number of securities able to be issued under the Plan within the three (3) year period from the date of approval is 73,412,500. ***The maximum number is not intended to be a prediction of the actual number of securities to be issued under the Plan***, but simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13 (b)).

Any issue or agreement to issue securities under the Plan will be announced to the ASX; and

d) a voting exclusion statement is included in this Notice.

10.6 Board recommendation

As the Directors are eligible to participate in the Plan and therefore excluded from voting on this Resolution, the Directors decline to make a recommendation in relation to Shareholders voting on Resolution 8.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 8. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 8 or to abstain from voting.

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GLOSSARY

$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 9.1.

AGM or **Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investment Commission.

Associate has the same meaning as in Listing Rule 19.2.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the current board of directors of the Company.

Broker Options has the meaning given in Section 5.3.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means APC Minerals Limited (ACN 149 390 394).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Entitlement Offer has the meaning given in Section 5.3.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Initial Placement has the meaning given in Section 5.1.

Lead Manager Mandate has the meaning given in Section 5.2.

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

otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

LR or Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means the Initial Placement and the Top-up Placement.

Placement Participants has the meaning given in Section 5.1.

Proxy Form or **Proxy Voting Form** means the proxy voting form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2026.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Spill Meeting is defined in Section 2.2.

Spill Resolution is defined in Section 2.2.

Top-up Placement has the meaning given in Section 5.1.

Underwriting Agreement has the meaning given in Section 5.3.

WST means Western Standard Time as observed in Perth, Western Australia.

Yelverton Capital means Yelverton Capital Pty Ltd (ABN 44 667 868 199).

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP means volume weighted average price.

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SCHEDULE 1– TERMS AND CONDITIONS OF BROKER OPTIONS

1.	**Entitlement**	Each Broker Option entitles the holder to subscribe for one Share upon exercise of the Broker Option.
2.	**Issue Price**	Issue price of $0.00001 per Broker Option
3.	**Exercise Price**	Subject to paragraph 10, the amount payable upon exercise of each Broker Option will be $0.009 (**Exercise Price**).
4.	**Expiry Date**	Each Broker Option will expire at 5:00 pm AWST on 31 December 2026 (**Expiry Date**). A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
5.	**Exercise Period**	The Broker Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
6.	**Exercise Notice**	The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Broker Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
7.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Broker Option being exercised in cleared funds (**Exercise Date**).
8.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (a) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (b) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Broker Options. If a notice delivered under 8(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
9.	**Shares issued on exercise**	Shares issued on exercise of the Broker Options rank equally with the then issued shares of the Company.
10.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
11.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Broker Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Broker Options without exercising the Broker Options.
12.	**Change in exercise price/Adjustment for rights issue**	A Broker Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Broker Option can be exercised.
13.	**Transferability**	The Broker Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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SCHEDULE 2 – TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (Plan) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with Shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Options and/or Performance Rights (**Securities**).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant (being an Eligible Participant who has been granted any Security under the Plan) the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the Shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Vesting of Convertible Securities	Any vesting conditions which must be satisfied before Convertible Securities can be exercised and converted to Shares will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
Exercise of Convertible	To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see next

Securities and cashless exercise	paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restrictions on dealing with Convertible Securities	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with Convertible Securities granted to them under the Plan with the consent of the Board.
Listing of Convertible Securities	A Convertible Security granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant who holds Convertible Securities ceases to be an Eligible Participant (eg. is no longer employed or their office or engagement is discontinued with the Group), all unvested Convertible Securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
Adjustment of Convertible Securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as

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	would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Rights attaching to Plan Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of a Convertible Security (Plan Shares) will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Plan Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
Plan Shares	The Board may, from time to time, make an invitation to an Eligible Participant to acquire Plan Shares under the Plan. The Board will determine in its sole and absolute discretion the acquisition price (if any) for each Plan Share which may be nil. The Plan Shares may be subject to performance hurdles and/or vesting conditions as determined by the Board. Where Plan Shares granted to a Participant are subject to performance hurdles and/or vesting conditions, the Participant's Plan Shares will be subject to certain restrictions until the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under the Rules.
Disposal restrictions on Plan Shares	If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Plan Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Plan Shares issued under the Plan (including on exercise of Convertible Securities) may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. Restrictions are imposed by various laws and requirements on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares during the time the holder has such information. Any Plan Shares issued to a holder under the Plan (including upon exercise of Convertible Securities) shall be subject to the terms of the Company's Securities Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Maximum number of Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the three (3) year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 (Exception 13(b)).

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Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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Proxy Voting Form

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

APC Minerals Limited | ABN 58 149 390 394

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Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 28 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

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

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

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

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

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

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

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

Lodging your Proxy Voting Form:

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

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

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

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

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

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of APC Minerals Limited, to be held at **10:00am (AWST) on Monday, 30 November 2026 at Subiaco Business Centre, 531 Hay Street, Subiaco WA 6008** hereby:

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

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF THE REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF DIRECTOR WHO RETIRES BY ROTATION – JONATHAN FISHER	☐	☐	☐
3	ELECTION OF DIRECTOR – VIKRAM KUMAR	☐	☐	☐
4	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT – LR 7.1	☐	☐	☐
5	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TOP-UP PLACEMENT – LR 7.1	☐	☐	☐
6	APPROVAL TO ISSUE OPTIONS TO YELVERTON CAPITAL PTY LTD	☐	☐	☐
7	APPROVAL OF 10% PLACEMENT CAPACITY	☐	☐	☐
8	ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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