ASX Release

20 October 2026

Notice of Annual General Meeting

Resource Minerals International Limited (ASX: RMI, "Resource Mineral's", the "Company") advises that the Company's Annual General Meeting of shareholders will be held in person at Erity, Level 15, 251 Adelaide Terrace, Perth at 10.00am (WST) on Tuesday 24th November 2026 ("Meeting").

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum ("Notice") for the Meeting is available online and can be viewed and downloaded by shareholders of the Company ("Shareholders") from Resource Mineral's website at https://resmin.com.au/ or the Company's ASX market announcement platform at www.asx.com.au (ASX: RMI).

Please note, in accordance with the Corporations Act 2001 (Cth), Shareholders will not be sent a hard copy of the Notice unless Shareholders have already notified the Company that they wish to receive documents such as the Notice in hard copy.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's Share Registry, Automic Registry Services, at meetings@automicgroup.com.au.

Proxy Form

A Proxy Form in relation to the Meeting is included with this letter. Voting on the resolutions at the Meeting is important and Shareholders who are unable to attend the Meeting in person are encouraged to exercise their voting rights by completing and returning the enclosed Proxy Form. Please refer to the full Notice for further important information.

Completed proxy forms must be returned to and received by the Company's Share Registry, Automic Registry Services by 10.00am (WST) on Sunday, 22nd November 2026, by following the lodgement instructions on the proxy form.

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting on +61 2 9698 5414 between 8:30am and 5:00pm (AWST) Monday to Friday or via email at anthony.italiano@automicgroup.com.au Copies of all Meeting related material including the Notice are available to download from Resource Mineral's website and the Company's ASX market announcements platform.

In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and Resource Mineral's website.

Authorised for lodgement by the Company Secretary.

Your Faithfully
Anthony Italiano

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RESOURCE MINERALS INTERNATIONAL LTD
ACN 008 045 083
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Tuesday, 24 November 2026

PLACE: Erity, Level 15, 251 Adelaide Terrace, Perth WA 6000

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

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their 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 10:00am (WST) on 22 November 2026.

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BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The reports referred to above are included in the 2026 Annual Report. A copy of the report is available on the Company's website at **https://resmin.com.au/investor-centre/company-reports/**.

Terms and abbreviations used in this Notice are defined in the Glossary.

1. RESOLUTION 1 – ADOPTION OF 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 and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual 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.

Voting Prohibition Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties (including spouses, dependents and controlled companies), regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the Resolution:

- in accordance with a direction as to how the proxy is to vote on the Resolution; or
- the person is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the Resolution; and
  - expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ASIMWE KABUNGA

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

> *"That, for the purpose of clause 14.2 of the Constitution, Listing Rules 14.4 and 14.5 and for all other purposes, Mr Asimwe Kabunga, a Director, retires, and being eligible, is re-elected as a Director."*

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass, with or without amendment, 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 issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- 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 Shares); or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1

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

> *"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 12,000,000 Shares to former*

Vancouver Minerals Resources Limited shareholders, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

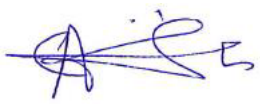
- any person who participated in the issue or is a counterparty to the agreement being approved; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 20 October 2026

By order of the Board



Asimwe Kabunga
Executive Chairman

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Voting by proxy

To vote by proxy, please follow the instructions set out on the Proxy Form accompanying this Notice.

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.

Proxy forms should be returned to the Company in accordance with the instructions on the enclosed Proxy Form by 10:00am (WST) on Sunday, 22 November 2026. Proxy Forms received later than this time will be invalid. The following methods of delivery for proxies are specified:

Online:	https://investor.automic.com.au/#/loginsah or scan the QR code on the Proxy Form using your smartphone
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 fax:	+61 2 8583 3040

Voting in person

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

Chair's voting intentions

If the Chair is to act as your proxy (whether by appointment or by default) and you have not given directions on how to vote in the voting directions section of the Proxy Form for Resolutions 1, the Proxy Form expressly directs and authorises the Chair to cast your votes **FOR** Resolution 1. This express authorisation is included because without it the Chair would be precluded from casting your votes as this Resolution is connected with the remuneration of Key Management Personnel. Subject to any voting prohibitions that may apply to the Chair in respect of Resolution 1 to restrict the Chair from voting undirected proxies, the Chair intends to vote all undirected proxies **FOR** Resolutions 1 to 4.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on + 61 2 9698 5414.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

FINANCIAL STATEMENTS AND REPORTS

In accordance with 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 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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 **https://resmin.com.au/**.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 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 in 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.

1.2 Voting consequences

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.

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1.3 Previous voting results

At the Company's 2025 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 Meeting.

1.4 Board recommendation

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

2. RESOLUTION 2– RE-ELECTION OF DIRECTOR – ASIMWE KABUNGA

2.1 General

Clause 14.2 of the Constitution provides that, at each annual general meeting (**AGM**) of the Company, one-third of the Directors must retire, provided that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third AGM following their appointment (whichever is longer) without submitting themselves for re-election.

Similarly, Listing Rule 14.4 requires that a director of a company (except a managing director) must not hold office (without re-election) past the third AGM following their appointment or 3 years, whichever is longer. Listing Rule 14.5 requires a company to hold an election of directors at each AGM.

In accordance with clause 14.2 of the Constitution and Listing Rules 14.4 and 14.5, Mr Asimwe Kabunga being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

2.2 Qualifications and other material directorships

Mr Asimwe Kabunga was appointed by the Board on 9 May 2022 and elected as a Director by Shareholders on 28 September 2022.

Mr Kabunga is a Tanzanian born Australian entrepreneur with multiple interests in mining and IT businesses around the world. Mr Kabunga has extensive technical and commercial experience in Tanzania, Australia, United Kingdom and the United States.

Mr Kabunga has been instrumental in establishing the Tanzania Community of Western Australia Inc. and served as its first President. Mr Kabunga was also a founding member of Rafiki Surgical Missions and Safina Foundation, both NGOs dedicated to helping children in Tanzania.

Mr Kabunga is currently Executive Chair at Volt Resources Limited and has previously served as a Director and Executive Chair of Lindan Resources Limited from August 2017 to November 2024 and as Executive Chair of AuKing Mining Limited from October 2022 to June 2024.

2.3 Independence

As Mr Kabunga is the Executive Chair of the Company and the sole director and shareholder of Kabunga Holdings Pty Ltd (who holds 17.84% of the Company's Shares as at date of the Notice), the Board does not consider him as being

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independent. However, the Board (excluding Mr Kabunga) considers that he has always acted, and will continue to act, in the best interests of the Company as a whole.

2.4 Other material information

Asimwe Kabunga has confirmed that he considers he will have sufficient time to fulfil his responsibilities as an Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as an Executive Director of the Company.

2.5 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Asimwe Kabunga will be re-elected to the Board as an Executive Director.

In the event that Resolution 2 is not passed, Asimwe Kabunga will not be re-elected as an Executive Director. The Company may 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.

2.6 Board recommendation

The Board considers that Mr Kabunga's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board (other than Mr Kabunga) supports the election of Mr Kabunga and recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

3.1 General

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

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% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of the 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 $118,951,233 (based on the number of Shares on issue and the closing price of Shares on the ASX on 14 October 2026).

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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If Resolution 3 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 3 is not passed, the Company will not be able to access the additional 10% 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.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

3.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate 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 the 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 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price 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 3.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for continued exploration expenditure on the Company's current projects, for potential future exploration activities, for corporate administration and working capital purposes.

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

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Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, 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 or proposed to be issued as at 14 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.0625	**$0.125**	**$0.1875**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	951,609,864 Shares	95,160,986 Shares	$5,947,562	$11,895,123	$17,842,685
50% increase	1,427,414,796 Shares	142,741,479 Shares	$8,921,342	$17,842,685	$26,764,027
100% increase	1,903,219,728 Shares	190,321,972 Shares	$11,895,123	$23,790,247	$35,685,370

*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 above uses the following assumptions:

1. There are currently 951,609,864 Shares as at the date of the Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 14 October 2026 (being $0.125).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. 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.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no convertible Equity Securities are converted into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. 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.

7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.

8. 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%.

9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, 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 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate 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 7.1A Mandate, 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) **Previous approval under Listing Rule 7.1A**

The Company has previously sought approval under Listing Rule 7.1A on 25 November 2025 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, being on and from 25 November 2025, and as at the date of this Notice, the Company has issued 40,000,000 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 5.01% of the total fully-diluted number of Equity Securities on issue in the Company on 25 November 2025, which was 798,151,768.

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Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	**Date of Issue**: 23 December 2025 **Date of Appendix 2A**: 23 December 2025
Recipients	Professional and sophisticated investors as part of a placement announced on 18 December 2025 (**Placement**). The Placement participants were identified by the Company as investors who may be interested in participating in the Placement. The Company invited these investors to participate in the Placement following discussions with these investors, which included: • Praxis Global Pty Ltd (19,549,896 shares); and • Ven Capital Pty Ltd (16,050,104 shares). None of the other investors to whom the Company issued Shares under the Placement in reliance on the Previous Approval were a related party, Key Management Personnel, substantial holder or adviser of the Company (or an associate of any of these).
Number and Class of Equity Securities Issued	40,000,000 Shares[1]
Issue Price and discount to Market Price[2] (if any)	AUD0.025 per Share (at a discount of 3.85% to Market Price)
Total Cash Consideration and Use of Funds	**Amount raised under the Placement**: AUD1,000,000 (before costs), of which AUD1,000,000 (before costs) was raised from the issue of Shares in reliance on the Previous Approval. **Amount spent**: AUD1,000,000 (before costs) **Amount remaining**: nil **Use of funds**: The Placement funds augmented existing funds and have been used for: • Exploration campaign at the Saudi Arabian projects; • Repurchase of RiverFort Global Capital Pty Ltd convertible securities; • Geophysics and further exploration at the Mpanda Copper-Gold project in Tanzania; • Exploration drilling at the Finland lithium projects; and • General working capital and Placement costs.

Notes:

1. Fully paid ordinary shares in the capital of the Company, ASX Code: RMI (terms are set out in the Constitution).
2. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the date of issue of the relevant Equity Securities.

3.3 Voting Exclusion Statement

A voting exclusion statement is included in the Notice. As at the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

3.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

4.1 Background

As announced on the ASX on 5 February 2024, the Company acquired a 75% shareholding in Vancouver Minerals Resources Limited (**VMRL**) and entered into the Joint Venture Deed in relation to the Mpanda and Mbozi copper and gold projects (together, the **Projects**). As part of the 75% acquisition, the Company agreed that VMRL would grant a 1% net smelter royalty to the minority VMRL shareholders on all copper, gold and any by-product or co-product minerals mined and extracted by VMRL in the areas of the Projects (**Royalty Rights**).

On 18 June 2026, the Company entered into:

- a share purchase agreement with the minority VMRL shareholders to acquire the remaining 25% of VMRL shares and terminate the Royalty Rights (**SPA**); and
- the VMRL shareholder loan settlement deed (**Settlement Deed**) to settle an existing shareholder loan owed by VMRL.

The material terms of the SPA and the Settlement Deed are summarised below.

SPA

(i) (**Purchase and Sale**): each minority VMRL shareholder agreed to sell, assign and transfer to the Company, and the Company agreed to purchase from that VMRL shareholder, the VMRL shares of which that shareholder was the registered and beneficial owner;

(ii) (**Purchase Price**): the purchase price payable by the Company to the minority VMRL shareholders for their VMRL shares and the Release and Termination of the Royalty Rights is satisfied by the issue of 10,000,000 Shares in aggregate;

(iii) (**Royalty rights**): under the SPA, and for nil consideration, the minority VMRL shareholders agreed that any and all of their royalty rights in connection with the Joint Venture Deed are released, waived, discharged, terminated and extinguished with effect from completion; and

(iv) (**Customary terms**): the SPA otherwise contains representations, warranties and other provisions customary for an agreement of that nature, including an indemnity granted in favour of the Company in relation to the release, termination and extinguishment of the royalty rights.

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Settlement Deed

(i) (**Discharge of shareholder loan**): Mashapo Minerals Ltd (the **Creditor**) agreed to the full and final satisfaction and discharge of all sums owed to it (being $66,026) by VMRL in relation to a facility provided in connection with company secretarial and establishment expenses for VMRL;

(ii) (**Consideration**): in consideration for the full and final satisfaction and discharge of the owing amounts, the Company agreed to issue 2,000,000 Shares to the Creditor;

(iii) (**Customary terms**): the Settlement Deed otherwise contains provisions customary for an agreement of that nature, including an indemnity granted by the Creditor in favour of the Company in relation to the full and final satisfaction and discharge of the shareholder loan.

As announced to the ASX on 7 October 2026, the Company completed the acquisition and the shareholder loan discharge under the SPA and Settlement Deed through the issue of 12,000,000 Shares, which are subject to voluntary escrow for a period up to 7 April 2027, pursuant to the Company's capacity under Listing Rule 7.1. Accordingly, VMRL is now a wholly owned subsidiary of the Company.

4.2 General

Resolution 4 seeks Shareholder ratification for the purpose of Listing Rule 7.4 for the issue of 12,000,000 Shares on 7 October 2026.

The 12,000,000 Shares were issued pursuant to the Company's capacity under 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 of the Shares does not fit within any of the exceptions set out in Listing Rule 7.1 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.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1, those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval to the issue of the Shares for the purposes of Listing Rule 7.4 and for all other purposes.

If Resolution 4 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

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the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If Resolution 4 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 the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

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

4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the information below is provided in relation to Resolution 4:

(a) **Recipients**

The Shares were issued to the former minority VMRL shareholders and the Creditor none of whom were a related party, member of key management personnel, a substantial shareholder or adviser to the Company.

(b) **Number and class of Equity Securities issued**

The Company issued 12,000,000 fully paid ordinary shares ranking equally with all other existing fully paid ordinary shares.

(c) **Date of issue**

The Shares were issued on 7 October 2026.

(d) **Consideration**

The Shares were issued for nil cash consideration, as they were issued as consideration for the Company's acquisition of the remaining 25% shareholding in VMRL, the termination of the Royalty Rights together with the settlement of an associated VMRL shareholder loan.

(e) **Purpose**

The Shares were issued as the purchase price paid by the Company for the remaining 25% shareholding in VMRL, the termination of the Royalty Rights and settlement of the associated VMRL shareholder loan.

Accordingly, funds were not raised from the issue of the Shares.

(f) **Material terms of agreements**

Other than as set out in Section 4.1, there are no other material terms to the agreements for the issue of the Shares.

4.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice.

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4.5 Board recommendation

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

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GLOSSARY

$** or **A$ means Australian dollars.

7.1A Mandate has the meaning given in Section 3.1.

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

Board means the board of directors of the Company.

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 Resource Minerals International Ltd (ACN 008 045 083).

Constitution means the Company's constitution.

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

Directors means the directors of the Company.

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.

Joint Venture Deed means the joint venture deed dated 4 February 2024 between the Company and VMRL relating to the Projects.

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

Listing Rules means the Listing Rules of ASX.

Meeting means the Company's 2026 annual general meeting.

Notice means the notice convening the Meeting including this Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Projects has the meaning given in Section 4.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' 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 this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

VMRL means Vancouver Minerals Resources Limited.

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

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RESOURCE MINERALS INTERNATIONAL LTD

Proxy Voting Form

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

Resource Minerals International Ltd | ABN 97 008 045 083

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Your proxy voting instruction must be received by **10:00am (AWST) on Sunday, 22 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 Resource Minerals International Ltd, to be held at **10:00am (AWST) on Tuesday, 24 November 2026 at Erity, Level 15, 251 Adelaide Terrace, Perth, Western Australia** 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is 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 REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – ASIMWE KABUNGA	☐	☐	☐
3	APPROVAL OF 7.1A MANDATE	☐	☐	☐
4	RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1	☐	☐	☐

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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