LEGACY MINERALS

Annual General Meeting Tuesday 24 November 2026

Legacy Minerals Holdings Limited ABN 43 650 398 897 (ASX Code: LGM) ("**Company"** or "**Legacy Minerals"**)

Following is the Legacy Minerals Notice of Annual General Meeting, Shareholder Letter and Proxy.

The Annual General Meeting will be **in person only**, at **Level 5, 89 Macquarie Street Sydney NSW 2000, commencing 11.30 am Sydney Time** on **Tuesday 24 November 2026**.

The Notice of Annual General Meeting includes detailed information about how the Company's shareholders can attend and participate in the annual general meeting, including how to lodge a proxy and vote.

Copies of all meeting related material, including the Notice of Annual General Meeting, are available to download from the Company's website and the Company's ASX market announcements platform.

Approved by the CEO & Managing Director of Legacy Minerals Holdings Limited.

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LEGACY MINERALS

16 October 2026

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Legacy Minerals Holdings Limited ABN 43 650 398 897 ("Legacy" or "the Company") will be held **in person only**, at **Level 5, 89 Macquarie Street Sydney NSW 2000,** commencing **11.30 am Sydney Time on Tuesday 24 November 2026** ("Annual General Meeting", "AGM" or "Meeting").

To vote, Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice of Annual General Meeting ("Notice") (48 hours prior to the Meeting).

Please refer to the Explanatory Notes for further information on the proposed Resolutions to be put to the Annual General Meeting.

In accordance with the Corporations Act, the Company will not be despatching hard copies of the Notice and accompanying Explanatory Notes ("Meeting Materials") unless a Shareholder has requested a hard copy of the Meeting Materials.

Instead, the Meeting Materials are being made available to Shareholders electronically. This means that you can access the Meeting Materials online at the Company's website https://legacyminerals.com.au/ or at the Company's share registry's voting website https://investor.automic.com.au/#/home by logging in.

A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at https://www.asx.com.au/markets/company/LGM under the Company's ASX code "LGM".

If you have provided an email address, and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at https://investor.automic.com.au/#/home. If you have not yet registered, you will need your Shareholder information including SRN/HIN details in order to complete your registration.

If you are unable to access the Meeting Materials on-line, please contact our share registry Automic at hello@automicgroup.com.au or by phone at 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 9:00am and 5:00pm (Sydney Time) Monday to Friday, or the Company by emailing info@legacyminerals.com.au to arrange a copy.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

To lodge your proxy, please follow the directions on your personalised proxy form. Shareholders attending the AGM in person will be able to ask questions and cast their votes on the proposed resolutions at the AGM.

The Meeting can be attended in person as follows:

When: Commencing **11.30 am Sydney Time** on **Tuesday 24 November 2026**.

Where: In person at **Level 5, 89 Macquarie Street Sydney NSW 2000**.

If attending in person, please email your intention for attending to info@legacyminerals.com.au

The Company is happy to accept and answer questions submitted prior to the meeting by email to info@legacyminerals.com.au.

Where a written question is raised in respect of the resolutions to be considered at the meeting, or the key management personnel of the Company, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company, it will not respond to unreasonable and/or offensive questions).

If circumstances were to change in a way that affects the above position, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcement platform.

Any Shareholders who wish to attend the AGM should therefore monitor the Company's website and its ASX announcements for any updates about the AGM.

If it becomes necessary, or appropriate, to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: LGM) and on its website at https://legacyminerals.com.au/

This Notice and Explanatory Notes should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, lawyer or other professional adviser.

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For more information:

Chris Byrne

CEO & Managing Director

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1. ITEMS OF ORDINARY BUSINESS

1.1. Financial Reports

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

Note: There is no requirement for Shareholders to approve these reports.

The Financial Statements, Directors' Report and Auditor's Report are available for Shareholders to access and download from https://legacyminerals.com.au/

If you would like to receive a hard copy of the Financial Statements, Directors' Report and Auditor's Report free of charge you can contact the Company by emailing info@legacyminerals.com.au.

1.2. Resolution 1: Adoption of the Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution in accordance with section 250R of the Corporations Act as a **non-binding resolution**:

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2026."

Notes:

- This Resolution is advisory only and does not bind the Company or the Directors.
- The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.
- The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.
- If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

Voting exclusion statement for Resolution 1: The **Company** will disregard any votes cast on Resolution 1 by or on behalf of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member or an **Associate** of those persons. However, the **Company** need not disregard a vote cast in favour of the Resolution by:

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

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

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

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(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.

1.3. Resolution 2: Re-Election of Director – Mr Thomas Wall

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

"That, for the purposes of clauses 41.1 to 41.5 inclusive of the Constitution and ASX Listing Rule 14.4, Mr Thomas Wall, who retires from office and is eligible for re-election, is re-elected as a director of the Company."

Notes:

- Mr Thomas Wall has consented to be re-elected a director of the Company.
- The non-candidate directors unanimously support the re-election of Mr Wall.
- The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

1.4. Resolution 3: Re-Election of Director – Dr David Carland

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

"That, for the purposes of clauses 41.1 to 41.5 inclusive of the Constitution and ASX Listing Rule 14.4, Dr David Carland, who retires from office and is eligible for re-election, is re-elected as a director of the Company."

Notes:

- Dr David Carland has consented to be re-elected a director of the Company.
- The non-candidate directors unanimously support the re-election of Dr Carland.
- The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

2. ITEM OF SPECIAL BUSINESS

2.1. Resolution 4: Approval of 10% Placement Facility

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

"*That for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up 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 on the terms and conditions in the accompanying Explanatory Notes."*

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

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Voting exclusion statement for Resolution 4: The **Company** will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of the Resolution (except a benefit solely by reason of being a holder of ordinary securities in the **Company**) or an **Associate** of those persons. However, the **Company** need not disregard a vote cast in favour of the Resolution by:

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

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

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

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

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

3. Voting Rights and Proxies

A member who is entitled to attend and vote at the meeting has a right to appoint a proxy.

This appointment may specify the proportion or number of votes that the proxy may exercise.

The proxy need not be a member of the Company.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

4. How the Chair of the Meeting Will Vote Undirected Proxies

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

5. Venue and Voting Information

The AGM of the Shareholders to which the Notice relates will only be held in person and commences **11.30 am Sydney Time** on **Tuesday 24 November 2026**.

By the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 16 October 2026.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://legacyminerals.com.au/ Shareholders are urged to monitor the ASX announcements platform and the Company's website.

6. YOUR VOTE IS IMPORTANT

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

7. VOTING BY PROXY

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at **https://investor.automic.com.au/#/loginsah** following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting (being 11.30 am Sydney Time on Sunday 22 November 2026). To facilitate the conduct of the meeting, you are strongly encouraged to nominate the Chair of the meeting as your proxy. Proxy Forms received later than this time will be invalid.

8. POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

9. CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative must previously provide evidence of their appointment to the Share Registry.

If the Share Registry receives an instrument or form appointing a proxy, attorney or representative from a Shareholder and the Directors consider that it is not properly executed or authenticated, or is incomplete or unclear:

(a) The Board or the chair of a meeting of Shareholders may in any particular case allow an appointment of a proxy as valid, even if it contains only some of the information required by section 250A(1) of the Corporations Act:

(i) the member's name and address;

(ii) the company's name;

(iii) the proxy's name or the name of the office held by the proxy; and

(iv) the meetings at which the appointment may be used; and

(b) An appointment that does not contain the proxy's name or the name of the office held by the proxy is valid and deemed to be in favour of the chair of the meeting.

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10. Date for Determining Holders of Shares

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 7.00 PM Sydney Time, Sunday 22 November 2026 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of determining entitlements to attend and vote at the Annual General Meeting. Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

By order of the Board of Legacy Minerals Holdings Limited

Ian Morgan
Company Secretary
16 October 2026

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11. EXPLANATORY NOTES

These Explanatory Notes are provided to the Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held in person only, commencing **11.30am Sydney Time** on **Tuesday 24 November 2026**.

The Board recommends that Shareholders read the accompanying Notice and these Explanatory Notes in full before making any decision in relation to the Resolutions.

11.1. Financial Reports

The Corporations Act requires the Financial Report (which comprises the Financial Statements and Directors' Report) and Auditor's Report to be presented to the Meeting. There is no requirement for Shareholders to approve the Financial Report. However, the Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

11.2. Resolution 1: Adoption of the Remuneration Report

11.2.1. Background

The Remuneration Report of the Company for the financial year ended 30 June 2026 is set out in the Company's 2026 Annual Report which is available on the Company's website https://legacyminerals.com.au/

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chair of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the Meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chair of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chair

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of the Meeting pursuant to an express authorisation on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key Management Personnel of the Group are the directors of the Company and those other persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2026. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants, and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business.

11.2.2. Recommendation

The Board recommends that Shareholders **vote in favour** of Resolution 1.

11.3. Resolution 2: Re-Election of Director – Mr Thomas Wall

11.3.1. Background

Clause 41.1 of the Company's Constitution and ASX Listing Rule 14.4 provide that a Director must retire from office at the end of the third annual general meeting following the Director's last appointment or three years, whichever is longer.

There must be an election of Directors at each annual general meeting of the Company (ASX Listing Rule 14.5).

This can be satisfied by the person who has been a Director the longest without re-election retiring and standing for re-election. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire.

Mr Thomas Wall was last re-elected as a Director on 28 November 2023.

Accordingly, Mr Thomas Wall holds office only until the end of the meeting and offers himself for re-election to the Board.

Thomas Wall (Executive Director and Exploration Manager) BSc (Hons), MPhil (Geology), MAIG

Appointed 21 May 2021

Thomas Wall is the Company's Technical Director

Thomas is a geologist with wide-ranging experience within the resource sector in NSW and WA having previously held senior roles at Peak Gold Mines, New South Resources and Omya Australia. He has demonstrated mining and exploration success across a variety of commodities and deposit styles with particular focus within the Lachlan Fold Belt of NSW. Thomas is a Member of the Australian Institute of Geoscientists (AIG).

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11.3.2. Recommendation

Non-candidate Directors recommend that Shareholders **vote in favour** of Resolution 2.

11.4. Resolution 3: Re-Election of Director – Dr David Carland

11.4.1. Background

A Director must retire from office at the end of the third annual general meeting following the Director's last appointment or three years, whichever is longer.

Refer to paragraph 11.3.1 for more details.

Dr David Carland was last re-elected as a Director on 28 November 2023.

Accordingly, Dr David Carland holds office only until the end of the meeting and offers himself for re-election to the Board.

Dr David Carland (Non-Executive Chairman) PhD (Econometrics), MEc, BEc (Hons), MAICD

Appointed 21 June 2021

Dr Carland is the Company's Independent Chairman.

David has over 40 years of experience in investment banking and commercial sectors, both in the private and public sectors. He is the Executive Director of Australian Resources Development Pty Ltd, a company focused on the provision of specialised advice and assistance on the structuring, financing, and developing of energy and resource projects. He is the former chairman of Rex Minerals Limited (ASX: RXM), and former non-executive director of Indophil Resources NL (ASX: IRN) and Polymetals Mining Limited (ASX: PLY). David holds a PhD (Econometrics), MEc, BEc (Hons) and is a member of the Australian Institute of Company Directors.

11.4.2. Recommendation

Non-candidate Directors recommend that Shareholders **vote in favour** of Resolution 3.

11.5. Resolution 4: Approval of 10% Placement Facility

11.5.1. Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities, of up to 10% of its issued share capital on issue at the commencement of the relevant period, being:

(a) If the eligible entity has been admitted to the ASX's official list for 12 months or more, the 12-month period before the issue date or date of agreement to issue; or

(b) If the eligible entity has been admitted to the ASX's official list less than 12 months, the period from the date the entity was admitted to the ASX official

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list to the date immediately preceding the date of the issue or agreement ("Relevant Period"),

through placements over the 10% Placement Period (as defined in section 11.5.5 (a) below) after the annual general meeting ("10% Placement Facility").

The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The Company was admitted to the ASX's official list on 9 September 2021.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that:

(a) is not included in the S&P/ASX 300 Index; and

(b) has a market capitalisation of $300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

Resolution 4 seeks Shareholder approval by way of a **special resolution** for the Company to have the ability to issue Equity Securities under the 10% Placement Facility in addition to its 15% placement capacity under ASX Listing Rule 7.1. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Further information is set out in section 11.5.2 below of the Notice.

If passed, the effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined in section 11.5.5 (a) below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1. This means 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 Shareholders do not approve Resolution 4, the issue of any Equity Securities would use up a portion of the Company's 15% placement capacity under ASX Listing Rule 7.1 (30,017,284 Equity Securities at the date of the Notice) until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue Equity Securities without seeking Shareholder approval until that time.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

11.5.2. Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

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(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of the Notice, the Company has quoted Shares on issue.

The Company must rely on its 15% Placement Facility, or the issue must fall within an exception in ASX Listing Rule 7.2, for the Company to issue a new class of Equity Securities (quoted or unquoted) of the Company without approval of holders of ordinary securities.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (as defined in section 11.5.5 (a) below), a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary securities on issue at the commencement of the Relevant Period before the date of issue or agreement to issue:

(i) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 other than exception 9 (issue of Equity Securities as a result of conversion of convertible securities), exception 16 (issue of Equity Securities under an agreement to issue Equity Securities already approved under ASX Listing Rule 7.1) or exception 17 (an agreement to issue Equity Securities that is conditional on the holders of the Company's ordinary securities approving the issue under ASX Listing Rules 7.1, and approval is obtained before issuing the Equity Securities);

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

- the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
- the issue of, or agreement to issue, the convertible securities was approved or taken under these rules or have been approved, under ASX Listing Rules 7.1 or 7.4;

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

- the agreement was entered into before the commencement of the Relevant Period; or

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- the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rules 7.1 or 7.4;

(iv) plus the number of fully paid ordinary securities issued in the Relevant Period with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval;

(v) plus the number of partly paid ordinary securities that became fully paid in the Relevant Period;

(vi) less the number of fully paid ordinary securities cancelled in the Relevant Period.

Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under the ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its fully paid ordinary securities under ASX Listing Rule 7.4.

11.5.3. Number of Shares on Issue

Table 1 below shows the Company has the following Equity Securities on issue, at the date of the Notice:

Table 1

Description	Number
Quoted Shares	200,115,229
Unquoted Options exercisable for $0.30 each expiring 7 August 2027	21,527,727
Unquoted Options exercisable for $0.225 each expiring 19 March 2028	4,000,000
Unquoted Options exercisable for $0.27 each expiring 8 August 2028	7,750,000
Total Unquoted Options	**33,277,727**
Total Equity Securities	**233,392,956**

None of the Equity Securities in Table 1 above are escrowed.

11.5.4. Cash Only

Equity Securities can only be issued under ASX Listing Rule 7.1A for a cash amount which is not less than the prescribed minimum issue price described in section 11.5.5 (b) below.

The Company must rely on its ASX Listing Rule 7.1 (15%) placement capacity, or the issue must fall within an exception in ASX Listing Rule 7.2, for the Company to issue

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Equity Securities for non-cash consideration, or for cash consideration that is lower than the prescribed minimum issue price, without approval of holders of ordinary securities.

11.5.5. Specific Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

(a) Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which approval is obtained; or

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

(iii) the time and date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

(b) Any Equity Securities issued under ASX Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per Equity Security at an issue price of not less than 75% of the VWAP for the Company's 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 between the Company and the recipient; or

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

(c) The Company may seek to issue Equity Securities under its Listing Rule 7.1A mandate (if Resolution 4 is approved by Shareholders), for cash consideration.

In such circumstances, the Company intends to allocate the funds towards:

(i) For all or part of the cost of acquisition of new resources assets and investments (including expenses associated with such acquisition); and/or

(ii) exploration and feasibility study expenditure on, and other activities associated with, any of the Company's resource assets; and/or

(iii) repayment of any debt; and/or

(iv) general working capital.

Under ASX Listing Rule 7.1A, Equity Securities can only be issued for cash consideration.

(d) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders'

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economic and voting power in the Company will be diluted as shown in Table 2 below (in the case of options, only if the options are exercised). There is a risk that:

(i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(e) Table 2 below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

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

Table 2

		Variables			
			50% decrease in Issue Price	**Issue Price**	**100% increase in Issue Price**
Issue price examples			**$0.065**	**$0.130**	**$0.260**
Variable 'A' in ASX Listing Rule 7.1A.2	Number of Shares examples				
Current Variable A	200,115,229	20,011,523	20,011,523	20,011,523	20,011,523
		$1,300,749	$1,300,749	$2,601,498	$5,202,996
50% increase in Current Variable A	300,172,844	30,017,284	30,017,284	30,017,284	30,017,284
		$1,951,123	$1,951,123	$3,902,247	$7,804,494
100% increase in Current Variable A	400,230,458	40,023,046	40,023,046	40,023,046	40,023,046
		$2,601,498	$2,601,498	$5,202,996	$10,405,992

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(f) The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No options (including any options issued under the 10% Placement Facility) are exercised before the date of the issue of the Equity Securities.

(iii) 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%.

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

(v) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% Placement Facility.

(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(vii) The issue price is 13.0 cents, being the closing price of the Shares on the ASX on 12 October 2026.

(g) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(h) The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon the issue of any Equity Securities.

(i) The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, a pro rata rights issue or other issue in which existing security holders can participate;

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

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

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

The Company's allocation policy is also dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

(j) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but, subject to compliance with Listing Rule 10.11, may

include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

(k) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A on 25 November 2025.

(l) The Company has not issued, nor agreed to issue, any Equity Securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting.

(m) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, and the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity Securities under Listing Rule 7.1A.2. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

(n) If Shareholders approve Resolution 4, subject to the restrictions of ASX Listing Rule 7.1A, described in section 11.5.2 above, they will have provided the Company with the capacity to issue or agree to issue Equity Securities during the 10% Placement Period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of the 12-month period from **Tuesday 24 November 2026** (and more particularly that number of Equity Securities represented by the formula in Listing Rule 7.1A.2, set out in section 11.5.2 (c) above).

(o) If Resolution 4 is not passed, any issue of Equity Securities would use up a portion of the Company's current capacity to issue Equity Securities, and the Company will therefore have a reduced ability to issue Equity Securities without seeking further Shareholder approval.

11.5.6. Recommendation

The Directors unanimously recommend that Shareholders **vote in favour** of Resolution 4.

12. INTERPRETATION

For the purposes of interpreting the Explanatory Notes and the Notice:

(a) the singular includes the plural and vice versa;

(b) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;

(c) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Notes and the Notice;

(d) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and

(e) reference to cents, $, A$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

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13. Registered Office

Legacy Minerals Holdings Limited
401/54 Miller St
North Sydney NSW 2060

Email: info@legacyminerals.com.au

Web: https://legacyminerals.com.au/

14. Glossary

AGM or **Annual General Meeting** means the annual general meeting to commence **11.30 am Sydney Time** on **Tuesday 24 November 2026** and notified to the Company's shareholders by this Notice.

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

Associated Body Corporate has the meaning given to that term in ASIC Class Order 14/1000.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules or **Listing Rules** means the official listing rules issued and enforced by the ASX, as amended from time to time.

Auditor means the Company's auditor from time to time.

Auditor's Report means the report of the Auditor contained in the Annual Report.

Automic means the Share Registry.

Board or **Board of Directors** means the board of Directors.

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 Act.

Company means Legacy Minerals Holdings Limited ABN 43 650 398 897.

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

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time.

Director means a director of the Company.

Equity Securities has the same meaning as in the ASX Listing Rules.

Explanatory Notes means the notes included in the Notice which convened this meeting.

Group means the Company's group, including the Company and its wholly owned subsidiaries.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Legacy means the Company.

Meeting means the AGM.

Member means a Shareholder.

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Notice means this notice of Annual General Meeting.

Option means an option providing the holder with the right to subscribe for one (1) Share at any time during the option period, upon payment of the option exercise price per Share.

Proxy Form means the proxy form relating to this Notice of Meeting, delivered by email or post.

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

Shareholder means shareholder of the Company.

Share Registry means Automic Pty Ltd ACN 152 260 814, Level 5, 126 Phillip Street Sydney NSW 2000.

Sydney Time means the time at Sydney, NSW, Australia.

Trading Day means a day determined by the ASX to be a Trading Day, notified to market participants, and otherwise as defined by the ASX Listing Rules**.**

VWAP means volume weighted average market price, as defined by the ASX Listing Rules.

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ASX: LGM

16 October 2026

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Legacy Minerals Holdings Limited ABN 43 650 398 897 ("Legacy" or "the Company") will be will **in person only**, at **Level 5, 89 Macquarie Street Sydney NSW 2000,** commencing **11.30 am** Sydney Time on **Tuesday 24 November 2026** ("Annual General Meeting", "AGM" or "Meeting").

To vote, Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice of Annual General Meeting ("Notice") (48 hours prior to the Meeting).

Please refer to the Explanatory Notes for further information on the proposed resolutions to be put to the Annual General Meeting.

In accordance with the Corporations Act, the Company will not be despatching hard copies of the Notice and accompanying Explanatory Notes ("Meeting Materials") unless a Shareholder has requested a hard copy of the Meeting Materials.

Instead, the Meeting Materials are being made available to Shareholders electronically. This means that you can access the Meeting Materials online at the Company's website https://legacyminerals.com.au/ or at the Company's share registry's voting website https://investor.automic.com.au/#/home by logging in.

A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at https://www.asx.com.au/markets/company/LGM under the Company's ASX code "LGM".

If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at https://investor.automic.com.au/#/home. If you have not yet registered, you will need your Shareholder information including SRN/HIN details to complete your registration.

If you are unable to access the Meeting Materials on-line, please contact our share registry Automic at hello@automicgroup.com.au or by phone at 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) between 9:00 am and 5:00 pm (Sydney Time) Monday to Friday, or the Company by emailing info@legacyminerals.com.au to arrange a copy.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut- off for proxy voting as set out in the Notice.

To lodge your proxy, please follow the directions on your personalised proxy form. Shareholders attending the AGM in person will be able to ask questions and cast their votes on the proposed resolutions at the AGM.

The Meeting can be attended in person as follows:

When: Commencing **11.30 am** Sydney Time on **Tuesday 24 November 2026**.

Where: In person at **Level 5, 89 Macquarie Street Sydney NSW 2000**.

If attending in person, please email your intention for attending to info@legacyminerals.com.au

The Company is happy to accept and answer questions submitted prior to the meeting by email to info@legacyminerals.com.au.

Where a written question is raised in respect of the resolutions to be considered at the meeting, or the key management personnel of the Company, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company, it will not respond to unreasonable and/or offensive questions).

If circumstances were to change in a way that affects the above position, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcement platform.

Any Shareholders who wish to attend the AGM should therefore monitor the Company's website and its ASX announcements for any updates about the AGM.

If it becomes necessary, or appropriate, to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: LGM) and on its website at https://legacyminerals.com.au/

The Notice and Explanatory Notes should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, lawyer or other professional adviser.

For more information:

Chris Byrne

CEO & Managing Director

chris.byrne@legacyminerals.com.au

+61 (0) 499 527 547

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Proxy Voting Form

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

Legacy Minerals Holdings Limited | ABN 43 650 398 897

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Your proxy voting instruction must be received by **11:30am (AEDT) 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 Legacy Minerals Holdings Limited, to be held at **11:30am (AEDT) on Tuesday, 24 November 2026 at Level 5, 89 Macquarie Street Sydney NSW 2000** 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 the Remuneration Report	☐	☐	☐
2	Re-Election of Director – Mr Thomas Wall	☐	☐	☐
3	Re-Election of Director – Dr David Carland	☐	☐	☐
4	Approval of 10% Placement Facility	☐	☐	☐

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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