23 October 2026

Letter to Shareholders – Charger Metals NL AGM

Charger Metals NL (**Company**) advises that the 2026 Annual General Meeting will be held in person at Level 3, 30 Richardson Street, West Perth, Western Australia 6005 on Wednesday 25 November 2026 at 11.30am (AWST) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Statement (Notice) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (Shareholders) from the Company's website at www.chargermetals.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: CHR).

Please note, in accordance with section 110D of the Corporations Act 2001 (Cth) (as inserted by the Corporations Amendment (Meetings and Documents) Act 2022 (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 Voting

You can use your computer or smartphone to appoint and direct your appointed proxy how to vote on each item of business at https://singleholding.automic.com.au/en-AU/login.

Login and click on 'Meetings' and follow the steps on-screen to complete your proxy appointment. You will need your Holder Identification Number or Securityholder Reference Number as shown at the top of your holding statement.

Your proxy voting instruction must be received by 11.30am (AWST) on Monday, 23 November 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Should you require a physical copy of the proxy form, please contact the Share Registry via email at hello@automicgroup.com.au or via phone on 1300 288 664 (Within Australia) or +61 2 9698 5414 (Overseas).

All Meeting materials, including the Notice and the Company's Annual Report, are available for download from the Company's website and its ASX market announcements platform. If the Company needs to make alternative arrangements for the Meeting, details will be provided to Shareholders through the ASX and the Company's website.

Authorised for ASX release by the Board.

Bryan Dixon
Managing Director & CEO
Charger Metals NL
bryan@chargermetals.com.au

Adrian Griffin
Non-executive Chairman
Charger Metals NL
adrian@chargermetals.com.au

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CHARGER METALS NL

ABN 61 646 203 465

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.30am (AWST)

DATE: Wednesday, 25 November 2026

PLACE: Level 3
30 Richardson Street
WEST PERTH WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (AWST) on 23 November 2026.

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IMPORTANT INFORMATION REGARDING THE MEETING

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

https://investor.automic.com.au/#/loginsah

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution).

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 and follow the prompts. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) and Postcode or Country Code as shown on the Proxy form.
By mobile	Scan the QR Code on your Proxy Form and follow the prompts.
By facsimile	+61 2 8583 3040
By post	Automic GPO Box 5193 Sydney NSW 2001
By Email	meetings@automicgroup.com.au

Your Proxy instruction must be received by 11.30am (AWST) on Monday, 23 November 2026, no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

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.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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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.

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:
A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
(b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution:

(a) if the voter is proxy or attorney for the person entitled to vote on the Resolution in accordance with the directions given to the proxy or attorney to vote on the Resolution that way; or
(b) if the voter is the Chair and the appointment of the Chair as proxy:
    (i) does not specify the way the proxy is to vote on this Resolution; and
    (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel;
(c) if the voter is 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; and
    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – SPILL RESOLUTION (CONDITIONAL RESOLUTION)

Conditional item: This Resolution will be considered at the Meeting subject to, and conditional on, 25% or more of votes cast on Resolution 1 being against the adoption of the Remuneration Report. The Explanatory Statement accompanying this Notice further explains the circumstances in which this item will be put to the Meeting.

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

"That, pursuant to and in accordance with section 250V of the Corporations Act and for all other purposes, Shareholders approve:

(a) an extraordinary general meeting of the Shareholders (Spill Meeting) be held within 90 days of the passing of this Resolution;

(b) all of the Directors who were directors of the Company when the Resolution to make the Directors' Report for the year ended 30 June 2026 was passed (other than the Managing Director), and who remain in office at the time of the Spill Meeting, will cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to vote at the Spill Meeting."

Voting Prohibition Statement:
A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution:

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

(b) if the voter is the Chair and the appointment of the Chair as proxy:
   (i) does not specify the way the proxy is to vote on this Resolution; and
   (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel;

(c) if the voter is 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; 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. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ADRIAN GRIFFIN

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

"*That, for the purposes of clause 14.2 of the Constitution and ASX Listing Rules 14.4 and 14.5, and for all other purposes, Mr Adrian Griffin, a Director who retires by rotation and, being eligible, is re-elected as a Director."*

4. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

"*That, the proportional takeover approval provisions contained in clause 36 of the Constitution be renewed for a period of three years commencing on the date this resolution is passed."*

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

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

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

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of this Resolution, if at the time the approval is sought the Company is proposing to make an issue of Equity Securities under ASX Listing Rule 7.1A.2, by any person who is expected to participate in, or who may obtain a material benefit as result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

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

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

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

6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

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

"*That, subject to the Australian Securities and Investments Commission consenting to the resignation of Horizon Nexus (WA) Audit Pty Ltd as auditor of the Company, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Hall Chadwick WA Audit Pty Ltd, having been nominated by a Shareholder and having consented in writing to act, be appointed as auditor of the Company with effect from the close of the Meeting.*"

Dated: 23rd October 2026

By order of the Board

Johnathon Busing
Company Secretary

VOTING INSTRUCTIONS

(i) Voting in Person

To vote in person, attend the Meeting at the time, date and place set out on the first page of the Notice.

If you do attend in person, you will need to abide by the processes and procedures declared by the Chair of the Meeting on the day.

(ii) Proxies

Voting by proxy

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

(i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(ii) a proxy need not be a member of the Company; and

(iii) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Chair's voting intentions

The Chair intends to vote all available undirected proxies in favour of Resolutions 1, 3, 4, 5 and 6, and against Resolution 2.

If the Chair is appointed as your proxy (or becomes your proxy by default) and you do not direct the Chair how to vote on Resolution 1 or Resolution 2, then by signing and returning the Proxy Form you will be expressly authorising the Chair to exercise your proxy in accordance with the Chair's voting intentions above, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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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.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

(i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must only vote on a poll;

(iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

(iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

(i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

(ii) the appointed proxy is not the chair of the meeting;

(iii) at the meeting, a poll is duly demanded on the resolution; and

(iv) either of the following applies:

(A) the proxy is not recorded as attending the meeting; or

(B) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

(iii) Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9322 6283.

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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 Constitution, 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 **www.chargermetals.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, 25% or more 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.

1.3 Previous voting results

At the Company's previous annual general meeting, held on 27 November 2025, more than 25% of the votes cast on the Remuneration Report resolution (45.53%) were cast against its adoption. This constituted a 'first strike' for the purposes of the Corporations Act. Accordingly, Resolution 2 (Spill Resolution) is included in this Notice, as the Act requires it to be put to this Meeting in case a second strike occurs (see Resolution 2 and the note accompanying it).

1.4 Board's response to the first strike

The Company did not receive any specific feedback at the 2025 annual general meeting regarding its remuneration practices. As reported in the Remuneration Report for the financial year ended 30 June 2026, in accordance with section 300A(1)(g) of the Corporations Act:

(a) on 2 September 2025, the Company appointed Mr Bryan Dixon as Managing Director and CEO and Mr Tim Armstrong as a Non-Executive Director, and the reconstituted Board has since been significantly more active in engaging with Shareholders;

(b) at the same 2025 annual general meeting, Shareholders approved, by substantial majorities on a poll, the grant of Performance Rights to Mr Dixon (89.89% in favour) and potential termination benefits in connection with his engagement (89.73% in favour), which the Board considers demonstrates strong Shareholder support for Mr Dixon's long-term incentive structure; and

(c) the Board continues to engage actively with Shareholders and other stakeholders in the Company.

1.5 Board recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026.

2. RESOLUTION 2 – SPILL RESOLUTION (CONDITIONAL RESOLUTION)

2.1 Background

As noted in Section 1.3 above, the Company received a 'first strike' against its Remuneration Report at the 2025 annual general meeting.

Section 250V of the Corporations Act requires that, where a company receives a first strike, the notice of the next annual general meeting must include a resolution (the Spill Resolution) that the Company hold a further meeting (Spill Meeting) within 90 days, at which the Directors (other than the Managing Director) who approved the relevant directors' report must stand for re-election. This requirement applies regardless of whether a second strike is ultimately recorded – the Spill Resolution must be on the agenda but only takes legal effect if Resolution 1 again receives 25% or more of votes cast against at this Meeting (a 'second strike').

If Resolution 1 receives a 'no' vote of 25% or more at the Meeting, this will constitute a second strike and Resolution 2 will be voted on.

If Resolution 1 receives a 'no' vote of less than 25% at the Meeting, then there will be no 'second strike' and Resolution 2 will not be put to the Meeting. Any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies against Resolution 2.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 2, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2.2 Effect

If Resolution 1 does not receive 25% or more of votes cast against Resolution 1 at this Meeting (i.e. there is no second strike), Resolution 2 will not be put to the Meeting.

If Resolution 1 does receive 25% or more votes cast against at this Meeting, and Resolution 2 is passed by more than 50% of the votes cast, the Company must convene the Spill Meeting within 90 days of this Meeting. At the Spill Meeting, all Directors who were Directors when the Directors' Report for the financial year ended 30 June 2026 was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting, but may stand for re-election at that meeting.

2.3 Additional Information

In deciding how to vote on the Spill Resolution (if Resolution 1 receives a 'second strike' and Resolution 2 is to be put to a vote), the Board suggests that Shareholders consider the Company's response to the 'first strike' received at the 2025 annual general meeting (please refer to Section 1.4). The Board considers that it currently has the right mix of skills and experience. Accordingly, if the Spill Resolution is passed, the potential change to the Board composition has the ability to negatively impact the implementation of the Company's strategic objectives.

2.4 Board recommendation

The Board unanimously recommends that Shareholders vote against Resolution 2.

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3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ADRIAN GRIFFIN

3.1 General

Requirements of Constitution

Clause 14.2 of the Constitution (**Clause 14.2**) provides that, at the Company's annual general meeting in every year, one-third of the Directors shall retire from office. In determining the number of Directors to retire under Clause 14.2, no account is to be taken of:

(a) a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/or

(b) a Managing Director,

each of whom are exempt from retirement by rotation. A Director retiring under Clause 14.2 is eligible for re-election.

ASX Listing Rules 14.4 and 14.5

ASX Listing Rule 14.4 provides, among other things, that a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of that company. This rule does not apply to the managing director.

ASX Listing Rule 14.5 provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Retirement of Mr Adrian Griffin under clause 14.2 of the Constitution and ASX Listing Rule 14.5

Mr Griffin was appointed as a Director of the Company on 26 November 2021 and last retired by rotation under Clause 14.2 of the Constitution (and was re-elected) at the Company's annual general meeting held on 29 November 2024. Of the Directors subject to retirement by rotation under clause 14.2 (Mr Gardiner and Mr Armstrong, Mr Dixon being exempt as Managing Director), Mr Griffin has been longest in office since his last election and accordingly retires by rotation this year and, being eligible, offers himself for re-election.

3.2 Qualifications and other material directorships

Mr Griffin has more than 40 years of experience in the mining industry – ranging from project identification, through exploration, development and financing, and oversight of integrated mining and processing facilities. Mr Griffin was a founding director of Northern Minerals Limited until retiring in November 2020 (the first heavy-rare-earths producer outside China) and Managing Director of Lithium Australia Limited (retired May 2022) and brings particular expertise in a wide range of mineral exploration and mineral processing techniques, particularly in the lithium and nickel sectors.

Mr Griffin is currently a Non-Executive Director of ASX listed Boa Resources Limited and Reedy Lagoon Corporation. His former directorships in the last 3 years include Lithium Australia Ltd.

3.3 Interests

Mr Griffin holds (indirectly and directly) 2,792,117 ordinary shares, 1,396,058 Partly Paid Shares, no options and 66,667 Performance Rights.

If re-elected, the board considers that Mr Griffin will be an independent director.

3.4 Board recommendation

The Directors (other than Mr Griffin) support the re-election of Mr Griffin and recommend that Shareholders vote in favour of Resolution 3.

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4. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

4.1 Background

A proportional takeover bid is an off-market bid for a specified proportion of the securities in the bid class, rather than a bid for the security holder's entire holding.

Clause 36 of the Constitution contains provisions dealing with proportional takeover bids for the Company's securities. The provisions are designed to assist security holders receive proper value for their securities if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The provisions were last renewed by Shareholders at the Company's annual general meeting held on 29 November 2023, and will accordingly cease to have effect on 29 November 2026, unless renewed by Shareholders at this Meeting. If the provisions are renewed at this Meeting, they will operate for three years from the date Resolution 4 is passed.

Resolution 4 seeks Shareholder approval to renew clause 36 of the Constitution for a three-year period in accordance with section 648G of the Corporations Act and the Constitution.

Resolution 4 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 4 for it to be passed.

Shareholders are provided with the following information in relation to Resolution 4, in compliance with section 648G(5) of the Corporations Act:

Effect of the proportional takeover provisions in the Constitution that it is proposed be renewed	Under clause 36 of the Constitution where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("**bid class securities**") (i.e. a bid for less than 100% of each holder's holding in the bid class securities), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution ("**prescribed resolution"**) to approve the proportional off-market bid is passed in accordance with the provisions of the Constitution. A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution. The Directors are to ensure that a prescribed resolution is voted on in accordance with clause 36 of the Constitution before the 14th day before the last day of the bid period for the proportional off-market bid (the "**resolution deadline**"). A prescribed resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half and otherwise is taken to have been rejected. Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on, a resolution to approve the proportional off-market bid is to be deemed to have been passed in accordance with clause 36 of the Constitution. Where a prescribed resolution is voted on in accordance with clause 36 of the Constitution before the resolution deadline and is rejected then: • all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline are deemed to be withdrawn at the end of the resolution deadline; • all offers under the proportional off-market bid that

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	have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline are deemed to be withdrawn at the end of the resolution deadline; • as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to above any documents that were sent by the person to the bidder on acceptance of the offer; • the bidder is: o entitled to rescind; and o must rescind as soon as practicable after the resolution deadline, each binding takeover contract resulting from acceptance of an offer made under the proportional off-market bid; and • a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance. Clause 36 of the Constitution ceases to have effect on the third anniversary of the date of adoption of the last renewal of clause 36 of the Constitution.
Reasons for renewing the proportional takeover provisions	The Directors consider it appropriate for Shareholders to decide whether they wish to have proportional takeover approval provisions in the Constitution. If the proportional takeover approval provisions in the Constitution are not renewed, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all their shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority in the Company. If the Shareholders considered that control of the Company was likely to pass under any takeover bid, they could be placed under pressure to accept the offer even if they do not want control of the Company to pass to the bidder. Shareholders may also be exposed to the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares. Resolution 4 seeks renewal of the proportional takeover provisions as the provisions decrease these risks because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed. As noted above, the bidder and its associates would not be permitted to vote on the prescribed resolution (as defined above) and thereby influence the outcome.
No knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Review of proportional takeover provisions	While proportional takeover approval provisions have previously been in force under the Constitution, there have been no full or proportional takeover bids for the Company. Therefore, there is no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders.
Potential advantages and disadvantages of the provisions for	If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company if the bidder

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Directors	needs a majority of the votes cast by the independent Shareholders before it can succeed. On the other hand, if a proportional takeover bid is commenced, the Directors must seek the Shareholders' views. They must do so even though the Directors believe that the bid should be accepted. In the absence of the proportional takeover approval provisions, it is only the Directors who express, on behalf of the Company, any formal view on the adequacy or otherwise of a proportional takeover bid. Under the approval mechanism in clause 36 of the Constitution, the most effective view on a proportional takeover bid will become the view expressed by the vote of the Shareholders themselves.
Potential advantages and disadvantages of the provisions for Shareholders	The potential **advantages** of the proportional takeover approval provisions for Shareholders include: • Shareholders will have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed. • The provisions may help Shareholders avoid being locked in as a minority. • The existence of the provisions in the Constitution may make a full bid more probable than a proportional bid. • The provisions may increase the bargaining power of the Shareholders, encouraging a bidder to set its offer price and conditions at a level that will be attractive to the Shareholders who vote. • Knowing the view of the majority of Shareholders may help each individual Shareholder assess the likely outcome of the proportional takeover bid and to decide whether to accept or reject the offer. The potential **disadvantages** of the proportional takeover approval provisions for Shareholders include: • Potential bidders may be discouraged from making a proportional takeover bid, reducing the opportunity for Shareholders to sell a portion of their holding. • It is possible (though in the opinion of the Board, unlikely) that the existence of the provisions might have an adverse effect on the market value of the Company's shares by making a proportional takeover bid less likely, and consequently reducing any takeover speculation element in the share price. • An increased likelihood that a proportional takeover bid would not be successful. • An individual Shareholder who wishes to accept a proportional takeover bid will be unable to sell to the bidder unless a majority of Shareholders favour the proportional takeover bid. • The provisions may be considered by some Shareholders as an unreasonable restriction on their ability to freely deal with their shares. The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

4.2 Recommendation

The reasons why the Board has proposed that the provisions in the Constitution that provide for Shareholder approval on proportional takeover bids should be renewed are set out above as the potential advantages of the provisions. The Directors consider that the advantages associated with the proportional takeover approval provisions outweigh the disadvantages. The Directors consider that Shareholders should have the power to decide whether or not a proportional takeover bid is successful.

Furthermore, the Directors believe that the approval procedure set out in clause 36 of the Constitution is the best procedure available to Shareholders to ensure that they are not forced to accept a proportional takeover bid, even though they do not wish the bidder to obtain control of the Company.

The Board therefore considers Resolution 4, renewing clause 36 of the Constitution, to be in the interests of Shareholders, and unanimously recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 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 approvals 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.

Under ASX Listing Rule 7.1A, however, an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1 such that if Resolution 5 is passed the Company's total annual placement capacity will be 25% of its issued capital.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

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

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately $5.89 million (based on the number of Shares on issue and the closing price of Shares on the ASX of $0.065 on 19 October 2026).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.

As at the date of this Notice, the Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: CHR) and the Partly Paid Shares (ASX Code: CHRCB). The Company also has several classes of unquoted Options and Performance Rights on issue to current and former Directors and the Managing Director and CEO.

If Shareholders approve Resolution 5, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. In this regard, ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may

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issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = the number of fully paid ordinary securities on issue at the commencement of the Relevant Period (as defined below):

(A) 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, 16 or 17;

(B) 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 the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4,

(C) 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
- the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rule 7.1 or 7.4,

(D) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4.

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

(F) less the number of fully paid ordinary securities cancelled in the Relevant Period;

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

D = 10%.

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

Note**:** For the purposes of "**A**" and "**E**" above, **Relevant Period** means:

- if the Company has been admitted to the official list for 12 months or more, the 12-month period immediately preceding the date of the issue or agreement; or
- if the Company has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

Therefore, because the Company has been admitted to the official list for more than 12 months, the Relevant Period for the purposes of "**A**" and "**E**" above is the 12-month period immediately preceding the date of the issue or agreement.

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If Shareholders do not approve Resolution 5, the Company will not be able to access the 10% Placement Capacity and will remain subject to its existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 5 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 5 for it to be passed.

5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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; or

(ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

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

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

(iii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such other period if allowed by ASX (**10% Placement Capacity Period**).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of Equity Securities on issue as at 19 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 10% Placement Capacity.

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	Dilution			
	Issue Price (per Share)	**$0.0325 50% decrease in Issue Price**	**$0.065 Issue Price**	**$0.0975 50% increase in Issue Price**
90,645,788 (Current Variable A)	**Shares issued - 10% voting dilution**	9,064,579 Shares	9,064,579 Shares	9,064,579 Shares
	Funds raised	$294,599	$589,198	$883,796
135,968,682 (50% increase in Variable A)	**Shares issued - 10% voting dilution**	13,596,868 Shares	13,596,868 Shares	13,596,868 Shares
	Funds raised	$441,898	$883,796	$1,325,695
181,291,576 (100% increase in Variable A)	**Shares issued - 10% voting dilution**	18,129,158 Shares	18,129,158 Shares	18,129,158 Shares
	Funds raised	$589,198	$1,178,395	$1,767,593

*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 upon the exercise of Options or exercise of Performance Rights) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

The table above uses the following assumptions:

1. There will be 90,645,788 Shares on issue for the purposes of Current Variable A.
2. The issue price set out above is the closing price of the Shares on the ASX on 19 October 2026 ($0.065).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares, no Partly Paid Shares are paid up in full into Shares and no Performance Rights are vested and exercised into Shares before the date of issue of the Equity Securities.
5. 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.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. 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%.
8. 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 Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

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

which might have an effect on the amount of funds raised by the issue of Shares.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use the funds:

(i) to conduct exploration activities associated with its various Projects to identify early stage exploration targets with the aim of defining valuable mineral resources that the Company can monetarise through either further development or sale;

(ii) to identify new project acquisition targets; and/or

(iii) for general exploration and development activities, working capital and may use the funds for the acquisition of new assets.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

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

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

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

(i) the purpose of the issue;

(ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue 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 ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 29 November 2024. A resolution to renew that approval was put to Shareholders at the Company's annual general meeting held on 27 November 2025 but was not passed, having received 72.86% of the votes cast on a poll (less than the 75% required for a special resolution). Accordingly, the Company does not currently have 10% Placement Capacity available to it, and Resolution 5 seeks to re-establish that capacity.

In accordance with ASX Listing Rule 7.3A.6, during the 12-month period preceding the date of the Meeting (being the period from 25 November 2025 to 25 November 2026) (and as at the date of this Notice), the Company has not issued or agreed to issue any Equity Securities under ASX Listing Rule 7.1A.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 5 is passed, the Company will have the capacity to issue up to the number of Equity Securities equal to 10% of its issued capital without using the Company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1. As a result, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Shareholders do not approve Resolution 5, the Company will not be able to access the additional 10% capacity and will remain subject to the 15% limit under ASX Listing Rule 7.1.

5.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, there is no outstanding invitation to any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

5.5 Board recommendation

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

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6. RESOLUTION 6 – APPOINTMENT OF AUDITOR

6.1 Background

On 5 August 2026, the Company's current auditor, Horizon Nexus (WA) Audit Pty Ltd (**Horizon Nexus**), informed the Company that it will exit the listed company audit market once the 2026 audit cycle is complete. Horizon Nexus has completed its audit of the Company's annual financial report for the financial year ended 30 June 2026.

As the Company is a public company, Horizon Nexus may only resign as auditor with the consent of ASIC under section 329(5) of the Corporations Act. Horizon Nexus will seek ASIC's consent to its resignation, to take effect at the close of the Meeting. There is no disagreement between the Company and Horizon Nexus on any accounting or audit matter.

6.2 Nomination and consent

In accordance with section 328B(1) of the Corporations Act, the Company has received a written notice dated 16 October 2026 from Warrior Strategic Pty Ltd, a Shareholder, nominating Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) for appointment as auditor of the Company. A copy of the nomination is set out in Annexure A, as required by section 328B(3) of the Corporations Act.

Hall Chadwick has given its written consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act, and that consent has not been withdrawn.

6.3 Effect of Resolution 6

If ASIC consents to the resignation of Horizon Nexus, a vacancy will arise in the office of auditor. Under section 327B(1)(b) of the Corporations Act, the Company must appoint an auditor to fill that vacancy at its annual general meeting. If Resolution 6 is passed, Hall Chadwick will be appointed as auditor of the Company with effect from the close of the Meeting, commencing with the review of the Company's financial report for the half-year ending 31 December 2026.

If Resolution 6 is not passed, Horizon Nexus will remain as auditor until its resignation takes effect, and the Directors will fill any resulting vacancy under section 327C of the Corporations Act. An auditor appointed by the Directors holds office until the Company's next annual general meeting.

6.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chair intends to vote all available undirected proxies in favour of Resolution 6.

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GLOSSARY

$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 5.1.

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

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair or **Chairman** means the chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Charger Metals NL (ABN 61 646 203 465).

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

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

(b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of $300,000,000.

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.

Hall Chadwick means Hall Chadwick WA Audit Pty Ltd.

Horizon Nexus means Horizon Nexus (WA) Audit Pty Ltd.

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, including any director of the Company.

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

Option means an option to acquire a Share.

Partly Paid Share means a partly paid share in the capital of the Company with a deemed paid up amount of $0.04 and an unpaid amount of $0.08.

Proxy Form means the proxy form accompanying the Notice.

Relevant Period has the meaning given to that term in Section 5.1.

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 the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Spill Meeting has the meaning given in Resolution 2 and Section 2.

Spill Resolution means Resolution 2.

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

VWAP means volume weighted average price.

WST or AWST means Western Standard Time (Australian Western Standard Time) as observed in Perth, Western Australia.

ANNEXURE A – NOMINATION OF AUDITOR

Warrior Strategic Pty Ltd
ABN 66 981 035 779

Unit 105R, 183 West Coast Hwy
Scarborough WA 6019
Telephone: 0422 930 724

16 October 2026

The Directors
Charger Metals NL
Level 3, 30 Richardson Street
WEST PERTH WA 6005

Dear Sirs,

Nomination of Auditors

We wish to notify you of our decision to nominate Hall Chadwick WA Audit Pty Ltd for appointment as auditors of Charger Metals NL.

In accordance with the provision of Section 328B of the Corporations Act 2001, Warrior Strategic Pty Ltd, being a member of Charger Metals NL, has nominated Hall Chadwick WA Audit Pty Ltd for appointment as auditor of the Company.

Yours sincerely



Bryan Dixon
Sole Director and Shareholder
Warrior Strategic Pty Ltd

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Proxy Voting Form

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

CHARGER METALS NL | ABN 61 646 203 465

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Your proxy voting instruction must be received by **11:30am (AWST) on Monday, 23 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 CHARGER METALS NL, to be held at **11:30am (AWST) on Wednesday, 25 November 2026 at Level 3, 30 Richardson Street, West Perth WA 6005** 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 all available undirected proxies in favour of Resolutions 1, 3, 4, 5 and 6, and against Resolution 2.
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
If the Chair is appointed as your proxy (or becomes your proxy by default) and you do not direct the Chair how to vote on Resolution 1 or Resolution 2, then by signing and returning the Proxy Form you will be expressly authorising the Chair to exercise your proxy in accordance with the Chair's voting intentions above, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	SPILL RESOLUTION (CONDITIONAL RESOLUTION)	☐	☐	☐
3	RE-ELECTION OF DIRECTOR – MR ADRIAN GRIFFIN	☐	☐	☐
4	RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS	☐	☐	☐
5	APPROVAL OF 10% PLACEMENT CAPACITY	☐	☐	☐
6	APPOINTMENT OF AUDITOR	☐	☐	☐

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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CHR