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SOLSTICE MINERALS LIMITED
ACN 150 154 162
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: Monday, 23 November 2026

PLACE: Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am (WST) on Saturday, 21 November 2026.

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BUSINESS OF THE MEETING

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.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL EMERY

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

"That, for the purpose of clauses 4.6 and 4.7(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael Emery, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALASTAIR MORRISON

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

"That, for the purpose of clauses 4.6 and 4.7(b) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Alastair Morrison, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – NICK CASTLEDEN

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Nick Castleden (or his nominee(s)) under the Company's Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MICHAEL EMERY

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr Michael Emery (or his nominee(s)) under the Company's Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MEREDITH CAMPION

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Ms Meredith Campion (or her nominee(s)) under the Company's Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – ALASTAIR MORRISON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 666,666 Options to Mr Alastair Morrison (or his nominee(s)) under the Company's Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MATTHEW YATES

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Mr Matthew Yates (or his nominee(s)) under the Company's Employee Securities Incentive Plan on the terms and conditions set out in the Explanatory Statement."

Dated: 7 October 2026

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Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 4 – Approval to issue Options to Director – Nick Castleden	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 4 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval to issue Options to Director – Michael Emery	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to issue Options to Director – Meredith Campion	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 6 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	(b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval to issue Options to Director – Alastair Morrison	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 7 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 8 – Approval to issue Options to Director – Matthew Yates	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 4 – Approval to issue Options to Director – Nick Castleden	Nick Castleden (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 5 – Approval to issue Options to Director – Michael Emery	Michael Emery (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 6 – Approval to issue Options to Director – Meredith Campion	Meredith Campion (or her nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 7 – Approval to issue Options to Director – Alastair Morrison	Alastair Morrison (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 8 – Approval to issue Options to Director – Matthew Yates	Matthew Yates (or his nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

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

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

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

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

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

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

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Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9200 1838

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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.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a Resolution that the remuneration report to 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.

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

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3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MICHAEL EMERY

3.1 General

Listing Rule 14.4 and clauses 4.6 and 4.7(b) of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Mr Michael Emery, having held office without re-election since 9 November 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Emery is set out below.

Qualifications, experience and other material directorships	Mr Emery is a mining engineer with an MBA having spent the early part of his career with BHP in Western Australia. Working across multiple BHP assets, Mr Emery was responsible for managing greenfields developments and brownfields expansion, as well as introducing autonomous technology to the mining giant. Afterward, he became a Resources Analyst at Euroz Hartleys, a prominent resources-focused stockbroking firm based in Perth. Subsequently, he transitioned to the dealing desk, where he played a crucial role in assisting various ASX-listed companies with marketing and corporate activities at Euroz Hartleys. His broad experience in both the mining and corporate industries provides a unique skill set with an understanding of the technical, corporate and marketing side of the mining industry. Mr Emery holds a Bachelor of Engineering (Mining) (Hons) and a Master of Business Administration (Finance) (Hons). He is Chair of the Company's Audit and Risk Committee and a member of the Remuneration and Nomination Committee. Mr Emery does not currently hold any other listed company directorships.
Term of office	Mr Emery has served as a Director since 1 July 2023 and was last elected on 9 November 2023.
Independence	If re-elected, the Board considers that Mr Emery will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Emery that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Emery since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Emery) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Emery will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Emery will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALASTAIR MORRISON

4.1 General

A summary of Listing Rule 14.4 and clauses 4.6 and 4.7(b) of the Constitution is set out in Section 3.1 above.

Mr Alastair Morrison, having held office without re-election since 9 November 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Mr Morrison is set out below.

Qualifications, experience and other material directorships	Mr Morrison is a geologist and finance professional with more than 35 years' experience in mineral exploration and investment. After initially working as an exploration geologist in Western Australia and the Northern Territory, he was the Exploration Manager in Tanzania for East African Gold Mines Limited at the North Mara Gold Project. During that time, the exploration team delineated more than 5 million ounces of resources, including the discovery of the high-grade Gokona gold deposit. East African Gold Mines was acquired by Placer Dome Inc. in mid-2003. Since 2004, Mr Morrison has worked as a portfolio manager for a family office investment fund. He was also a founding director of OreCorp Limited, a position he held until April 2024. Mr Morrison holds a Master of Science (Hons) and a Graduate Diploma in Applied Finance and Investment, and is a member of the Australian Institute of Geoscientists and a graduate of the Australian Institute of Company Directors. He is Chair of the Company's Remuneration and Nomination Committee and a member of the Audit and Risk Committee, and was previously a non-executive director of OreCorp Limited.
Term of office	Mr Morrison has served as a Director since 24 September 2021 and was last elected on 9 November 2023.
Independence	If re-elected, the Board considers that Mr Morrison will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Morrison that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Morrison since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Morrison) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Morrison will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Mr Morrison will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

5. RESOLUTIONS 4 TO 8 – APPROVAL TO ISSUE OPTIONS TO DIRECTORS

5.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of:

(a) 2,000,000 Options to Mr Nick Castleden;

(b) 1,000,000 Options to Mr Michael Emery;

(c) 1,000,000 Options to Ms Meredith Campion;

(d) 666,666 Options to Mr Alastair Morrison; and

(e) 1,500,000 Options to Mr Matthew Yates,

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(or their nominee(s)) (together, the **Related Parties**) pursuant to the Company's Employee Securities Incentive Plan (**Plan**) on the terms and conditions set out below.

Further details in respect of the Options proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	VESTING CONDITIONS	EXERCISE PRICE	EXPIRY DATE
2,000,000	Nick Castleden	Subject to continuous service as a Director (either in an executive or non-executive capacity), the Options will vest in three equal portions as follows: (a) 666,666 Options will vest 6 months from the grant date; (b) 666,667 Options will vest 12 months from the grant date; and (c) 666,667 Options will vest 24 months from the date of grant.	Exercisable at a 45% premium to the five-day VWAP immediately prior to the date of grant of the Options.	4 years from the date of grant.
1,000,000	Michael Emery	Subject to continuous service as a Director (either in an executive or non-executive capacity), the Options will vest in three equal portions as follows: (a) 333,333 Options will vest 6 months from the grant date; (b) 333,333 Options will vest 12 months from the grant date; and (c) 333,334 Options will vest 24 months from the date of grant.		
1,000,000	Meredith Campion	Subject to continuous service as a Director (either in an executive or non-executive capacity), the Options will vest in three equal portions as follows: (a) 333,333 Options will vest 6 months from the grant date; (b) 333,333 Options will vest 12 months from the grant date; and (c) 333,334 Options will vest 24 months from the date of grant.		

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QUANTUM	RECIPIENT	VESTING CONDITIONS	EXERCISE PRICE	EXPIRY DATE
666,666	Alastair Morrison	Subject to continuous service as a Director (either in an executive or non-executive capacity), the Options will vest in three equal portions as follows: (a) 222,222 Options will vest 6 months from the grant date; (b) 222,222 Options will vest 12 months from the grant date; and (c) 222,222 Options will vest 24 months from the date of grant.		
1,500,000	Matthew Yates	Subject to continuous service as a Director (either in an executive or non-executive capacity), the Options will vest in three equal portions as follows: (a) 500,000 Options will vest 6 months from the grant date; (b) 500,000 Options will vest 12 months from the grant date; and (c) 500,000 Options will vest 24 months from the date of grant.		

5.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

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

The issue constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

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5.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

5.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity. The issue will also not count towards the maximum number of Securities that may be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), as approved by Shareholders at the Company's annual general meeting held on 10 November 2025.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of Options the subject of that Resolution. If the Company is unable to proceed with the issue, it may need to consider alternative forms of remuneration for the relevant Director, which could reduce the cash reserves of the Company.

5.6 Technical information required by Listing Rule 10.15 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The proposed recipients of the Options are set out in Section 5.1 above.
Categorisation under Listing Rule 10.14	Each of the Related Parties fall within the category set out in Listing Rule 10.14.1 as they are related parties of the Company by virtue of each being a Director. Any nominee(s) of the Related Parties who receive Options may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	Up to 6,166,666 Options will be issued, comprising: (a) 2,000,000 Options to Mr Nick Castleden; (b) 1,000,000 Options to Mr Michael Emery; (c) 1,000,000 Options to Ms Meredith Campion; (d) 666,666 Options to Mr Alastair Morrison; and (d) 1,500,000 Options to Mr Matthew Yates.
Remuneration package	**Mr Castleden** The total remuneration package for Mr Castleden for the year ended 30 June 2026 was $421,614, comprising a salary of $350,000, superannuation payments of $30,007 and share-based payments of $41,607. From 1 July 2026, Mr Castleden's annual salary was increased to $390,000 plus statutory superannuation. If the Options are issued, the total remuneration package of Mr Castleden will increase by

	$1,376,000, being the value of the Options (based on the Black-Scholes methodology). **Mr Emery** The total remuneration package for Mr Emery for the year ended 30 June 2026 was $44,800, comprising directors' fees of $40,000 and superannuation payments of $4,800. From 1 July 2026, Mr Emery's annual directors' fee was increased to $55,000 plus statutory superannuation. If the Options are issued, the total remuneration package of Mr Emery will increase by $688,000, being the value of the Options (based on the Black-Scholes methodology). **Ms Campion** The total remuneration package for Ms Campion for the year ended 30 June 2026 was $150,035, comprising directors' fees of $40,000, superannuation payments of $4,800 and share-based payments of $105,235. From 1 July 2026, Ms Campion's annual directors' fee was increased to $55,000 plus statutory superannuation. If the Options are issued, the total remuneration package of Ms Campion will increase by $688,000, being the value of the Options (based on the Black-Scholes methodology). **Mr Morrison** The total remuneration package for Mr Morrison for the year ended 30 June 2026 was $146,350, comprising directors' fees of $40,000, superannuation payments of $4,800 and share-based payments of $101,550. From 1 July 2026, Mr Morrison's annual directors' fee was increased to $55,000 plus statutory superannuation. If the Options are issued, the total remuneration package of Mr Morrison will increase by $458,666, being the value of the Options (based on the Black-Scholes methodology). **Mr Yates** The total remuneration package for Mr Yates for the year ended 30 June 2026 was $207,029, comprising directors' fees of $55,000, superannuation payments of $6,600 and share-based payments of $145,429. From 1 July 2026, Mr Yates' annual directors' fee was increased to $90,000 plus statutory superannuation. If the Options are issued, the total remuneration package of Mr Yates will increase by $1,032,000, being the value of the Options (based on the Black-Scholes methodology). The increases to each Director's total remuneration package set out above reflect the aggregate value of all Options proposed to be issued to that Director. As the Options will vest in three equal tranches (subject to rounding) at 6, 12 and 24 months from the date of grant, subject to the relevant Director's continued service as a Director, none of the Options will be exercisable on issue. In addition, the Options have an exercise price at a 45% premium to the five-day VWAP immediately prior to the date of grant. Accordingly, the full value of the Options is not capable of being realised immediately (if at all), and will be recognised as an expense by the Company over the vesting period.

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Securities previously issued to the recipient/(s) under the Plan	1,068,933 Performance Rights have previously been issued to Mr Castleden, 1,500,000 Options have previously been issued to Mr Yates,1,000,000 Options have previously been issued to Mr Morrison and 1,000,000 Options have previously been issued to Ms Campion, in each case for nil cash consideration under the Plan. No Securities have previously been issued to Mr Emery under the Plan.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Consideration of type of Security to be issued	The Company has agreed to issue the Options for the following reasons: (a) the issue of the Options has no immediate dilutionary impact on Shareholders; (b) the issue to the proposed recipients will align the interests of the recipients with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients; (d) the deferred taxation benefit which is available to the recipients in respect of an issue of Options is also beneficial to the Company as it means the recipients are not required to immediately sell the Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and (e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.
Consideration of quantum of Securities to be issued	The number of Securities to be issued has been determined based upon a consideration of: (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the proposed recipients; and (c) incentives to attract and ensure continuity of service/retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed.
Valuation	The Company values the Options at $4,242,666 (being $0.688 per Option) based on the Black-Scholes methodology.

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	Further information in respect of the valuation of the Securities and the pricing methodology is set out in Schedule 3.
Interest in Securities	The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below: **As at the date of this Notice** RELATED PARTY / SHARES[1] / OPTIONS / PERFORMANCE RIGHTS / UN-DILUTED / FULLY DILUTED Nick Castleden: 1,660,958 / 3,000,000[2] / 586,059 / 0.96% / 2.84% Michael Emery: 2,422,883 / 1,000,000[3] / Nil / 1.40% / 1.85% Meredith Campion: 129,675 / 1,000,000[4] / Nil / 0.08% / 0.61% Matthew Yates: 5,399,360 / 1,500,000[5] / Nil / 3.13% / 3.73% Alastair Morrison: 2,985,235 / 1,000,000[6] / 250,000 / 1.73% / 2.29% **Post issue** RELATED PARTY / SHARES[1] / OPTIONS / PERFORMANCE RIGHTS Nick Castleden: 1,660,958 / 5,000,000 / 586,059 Michael Emery: 2,422,883 / 2,000,000 / Nil Meredith Campion: 129,675 / 2,000,000 / Nil Matthew Yates: 5,399,360 / 3,000,000 / Nil Alastair Morrison: 2,985,235 / 1,666,666 / 250,000 **Notes:** 1. Fully paid ordinary shares in the capital of the Company (ASX: SLS). 2. Comprising 3,000,000 unquoted Options exercisable at $0.29 each on or before 24 January 2027 (ASX: SLSAE). 3. Comprising 1,000,000 unquoted Options exercisable at $0.29 each on or before 27 June 2027 (ASX:SLSAF). 4. Comprising 1,000,000 unquoted Options exercisable at $0.40 each on or before 26 June 2029 (ASX:SLSAI). 5. Comprising 1,500,000 unquoted Options exercisable at $0.42 each on or before 10 November 2029 (SLSAL). 6. Comprising 1,000,000 SLSAL Options.
Dilution	If the Options issued under these Resolutions are exercised, a total of 6,166,666 Shares would be issued. This will increase the number of Shares on issue from 172,660,386 (being the total number of Shares on issue as at the date of this Notice) to 178,827,052 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.45%, comprising 1.12% by Mr Castleden, 0.56% by Mr Emery, 0.56% by Ms Campion, 0.84% by Mr Yates and 0.37% by Mr Morrison.
Market Price	The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.

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<table>
<tr><td>Trading History</td><td>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>PRICE</th><th>DATE</th></tr>
<tr><td>Highest</td><td>$2.89</td><td>24 September 2026</td></tr>
<tr><td>Lowest</td><td>$0.275</td><td>18 November 2025</td></tr>
<tr><td>Last</td><td>$2.85</td><td>5 October 2026</td></tr>
</table></td></tr>
<tr><td>Date(s) on or by which the Securities will be issued</td><td>The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than 15 months after the date of the Meeting.</td></tr>
<tr><td>Issue price of Securities</td><td>The Options will be issued at a nil issue price. The exercise price payable for the issue of a Share on exercise of an Option will be a 45% premium to the five-day VWAP immediately prior to the date of grant of the Options.</td></tr>
<tr><td>Purpose of the issue, including the intended use of any funds raised by the issue</td><td>The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as a Director and to provide cost effective remuneration to the Related Parties, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties.</td></tr>
<tr><td>Material terms of the Plan</td><td>A summary of the material terms and conditions of the Plan is set out in Schedule 2.</td></tr>
<tr><td>Material terms of any loan</td><td>No loan is being made in connection with the acquisition of the Options or the issue of Shares on exercise of the Options.</td></tr>
<tr><td>Additional Information</td><td>Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after these Resolutions are approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</td></tr>
<tr><td>Other information</td><td>The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.</td></tr>
<tr><td>Voting exclusion statement</td><td>A voting exclusion statement applies to these Resolutions.</td></tr>
<tr><td>Voting prohibition statement</td><td>A voting prohibition statement applies to these Resolutions.</td></tr>
</table>

GLOSSARY

$ means Australian dollars.

Applicable Law means any one or more or all, as the context requires, of the:

(a) Corporations Act;

(b) ASX Listing Rules;

(c) Constitution;

(d) *Income Tax Assessment Act 1936* (Cth);

(e) Income Tax Assessment Act 1997 (Cth);

(f) any relevant practice note, policy statement, regulatory guide, class order, declaration, guideline, policy, procedure, ruling, judicial interpretation or other guidance note made to clarify, expand or amend (a), (b), (d) or (e) above;

(g) any other legal requirement (including, without limitation, the rules of the general law, including common law and equity, and any judgment, order, decree, declaration or ruling of a court of competent jurisdiction or government agency binding on a person or the assets of that person) that applies to the Plan; and

(h) in respect of acquisition or disposals of any Shares, any formal policy relating to dealings in Shares adopted by the Board from time to time, including the Company's Share Trading Policy.

ASIC means the Australian Securities & Investments Commission.

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

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 means the chair of the Meeting.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

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

Company means Solstice Minerals Limited (ACN 150 154 162).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Employee Securities Incentive Plan or **Plan** means the Company's employee securities incentive plan adopted following Shareholder approval on 9 November 2023.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

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

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

Section means a section of the Explanatory Statement.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

VWAP means volume weighted average price.

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

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SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Options will be granted under the Plan and are subject to the Plan rules (as set out in Schedule 2 below). A summary of the terms of the Options is set out below.

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price, Vesting Conditions and Expiry Date

An Option may be exercised not later than its Expiry Date, and may only be exercised after the Option has vested and all conditions associated with the exercise of the Option have been satisfied. The Exercise Price, Vesting Conditions and Expiry Date of the Options are set out in the table below.

Quantity	The Options will be issued on the following basis: (a) 2,000,000 Options to Mr Nick Castleden; (b) 1,000,000 Options to Mr Michael Emery; (c) 1,000,000 Options to Ms Meredith Campion; (d) 666,666 Options to Mr Alastair Morrison; and (e) 1,500,000 Options to Mr Matthew Yates.
Exercise Price	Exercisable at a 45% premium to the five-day VWAP immediately prior to the date of grant of the Options.
Vesting Conditions	Subject to continuous service as a director of the Company (either in an executive or non-executive capacity), the Options will vest in three equal portions as follows (rounded as necessary): (a) one-third of the Options will vest 6 months from the date of grant; (b) one-third of the Options will vest 12 months from the date of grant; and (c) one-third of the Options will vest 24 months from the date of grant.
Expiry Date	4 years from the date of grant.

3. Exercise of Options

An Option may be exercised no later than its Expiry Date and may only be exercised after the Option has vested.

4. Lapse of Options

An Option held by a Participant will lapse upon the first to occur of:

(a) its Expiry Date;

(b) the Board making a determination that the Participant has acted fraudulently, dishonestly, negligently or in contravention of a Group policy, or wilfully breached the Participant's duties to the Group; or

(c) otherwise in accordance with the forfeiture provisions under the Plan (refer to the summary in Schedule 2).

5. Transfer

Unless otherwise decided by the Board in accordance with Applicable Law, Options cannot be transferred or disposed of at any time prior to vesting except by force of law upon the death or legal incapacity of the Participant or upon bankruptcy to the Participant's trustee in bankruptcy.

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6. Cessation of employment

Other than in the circumstances described in paragraph 4 above and subject to the Corporations Act and the Listing Rules, where the Option holder ceases to be an Eligible Participant under the Plan, all unvested Options will remain on foot and vest in the ordinary course as though the holder remained an Eligible Participant, subject to the Board's overriding discretion to determine an alternate treatment.

7. Change of control

The Options will be dealt with in accordance with the Plan rules on a change of control (as defined in the Plan). Refer to the summary in Schedule 2.

8. Cashless exercise of Options

The cashless exercise provisions under the Plan rules will apply to the Options (refer to the summary in Schedule 2).

9. Voting

The Options do not confer any right to vote, except as otherwise required by law.

10. Dividends

The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the Board.

11. Participation in new issues

The Options will not entitle the Participant to participate in new issues of capital offered to Shareholders.

12. Capital reorganisation

In the event of any reorganisation of the issued capital of the Company, all rights of the Participant will be changed to the extent necessary to comply with the Listing Rules.

13. Return of capital

The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

14. Winding up

The Options do not confer any right to participate in the surplus profits or assets of the Company upon a winding up.

15. Listing

The Options will not be listed for quotation on ASX or any other exchange. However, the Company will make an application for official quotation of Shares issued on the exercise of Options to ASX in accordance with the Listing Rules.

16. Deferred taxation

Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to Options granted under the Plan, such that the Options are intended to be subject to deferred taxation.

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SCHEDULE 2 – SUMMARY OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the material terms of the Plan is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Equity Securities (Securities).
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 (Exception 13(b))).
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).

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	Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the Group) and the Board exercises its discretion to deem some, or all of the Convertible Securities held by a Participant to have been forfeited; (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; or (d) on the Expiry Date, subject to the discretion of the Board.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.
Exercise of Convertible Securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Convertible Securities may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but

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	that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by Applicable Law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a Change of Control Event occurs, or the Board determines that such an event is likely to occur, unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a Change of Control Event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value. For the purposes of this Schedule, a **Change of Control Event** means: (a) a change in Control (as defined in section 50AA of the Corporations Act) of the Company; (b) where Shareholders approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or

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	together with its associates) owning more than 50% of the Company's issued capital; (c) where a person becomes the legal or beneficial owner of, or has a relevant interest in, more than 50% of the Company's issued capital; (d) where a person becomes entitled to acquire, hold or has an equitable interest in more than 50% of the Company's issued capital; and (e) where a takeover bid is made to acquire more than 50% of the Company's issued capital (or such lesser number of Shares that, when combined with the Shares that the bidder (together with its associates) already owns, will amount to more than 50% of the Company's issued capital) and the takeover bid becomes unconditional and the bidder (together with its associates) has a relevant interest in more than 50% of the Company's issued capital, but does not include any internal reorganisation of the structure, business and/or assets of the Company and its associated bodies corporate.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-back	Subject to Applicable Law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

	If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Notwithstanding any other provision of the Plan rules, and without limiting the amounts which may be deducted or withheld under the Applicable Law, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.

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SCHEDULE 3 – VALUATION OF OPTIONS

The Options to be issued pursuant to Resolutions 4 to 8 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

Methodology	Black and Scholes
Valuation Date	30 September 2026
Share Price	$2.71
Exercise Price	$3.03
Expiry Date	Four years from grant date
Expected Volatility	87.83%
Risk-Free Interest Rate	4.96%
Expected Dividend Yield	$0.000
Value per Option	$0.688

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PROXY FORM

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SOLSTICE MINERALS LIMITED

Solstice Minerals Limited | ABN 67 150 154 162

Proxy Voting Form

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

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SAMPLE

Your proxy voting instruction must be received by **10:00am (AWST) on Saturday, 21 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 Solstice Minerals Limited, to be held at **10:00am (AWST) on Monday, 23 November 2026 at Steinepreis Paganin, Level 14, QV1, 250 St Georges Terrace, Perth WA 6000** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2	RE-ELECTION OF DIRECTOR – MICHAEL EMERY	☐	☐	☐
3	RE-ELECTION OF DIRECTOR – ALASTAIR MORRISON	☐	☐	☐
4	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – NICK CASTLEDEN	☐	☐	☐
5	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MICHAEL EMERY	☐	☐	☐
6	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MEREDITH CAMPION	☐	☐	☐
7	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – ALASTAIR MORRISON	☐	☐	☐
8	APPROVAL TO ISSUE OPTIONS TO DIRECTOR – MATTHEW YATES	☐	☐	☐

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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