All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: TMB
Email: hello@automicgroup.com.au

For personal use only

26 October 2026

Upcoming Annual General Meeting of Shareholders

Dear Shareholder,

Tambourah Metals Ltd ACN 646 651 612 (ASX: TMB or "the **Company**"), advises the 2026 Annual General Meeting will be held in person at Level 1, Suite 9 110 Hay Street, Subiaco, WA 6008 on Wednesday 25 November 2026 at 10:00am (AWST) (**Meeting**).

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

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge your Proxy vote online at https://singleholding.automic.com.au/login by following the below instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at admin@tambourahmetals.com.au.

Copies of all Meeting related material including the Notice and the Company's Annual Report, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

For personal use only

TAMBOURAH METALS LTD
ACN 646 651 612
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)

DATE: Wednesday, 25 November 2026

PLACE: Level 1, Suite 9 110 Hay Street, Subiaco, WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm on Monday, 23 November 2026.

For personal use only

BUSINESS OF THE MEETING

AGENDA

1. 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 Director's report, the Remuneration Report and the auditor's report.

2. 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.

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – WILLIAM CLAYTON

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

"That, for the purpose of clause 14.2 of the Constitution, and for all other purposes, William Clayton, a Director retires, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – ISSUE OF OPTIONS TO DIRECTORS

To consider and, if thought fit, to pass, with or without amendment, each as a **separate**, **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act, and for all other purposes, Shareholders approve the issue of up to:

(a) *$20,000 worth of Options to Ms R Brooks (or a nominee);*

(b) *$20,000 worth of Options to Mr W Clayton (or a nominee); and*

(c) *$20,000 worth of Options to Mr W Marmion (or a nominee);*

on the terms and conditions set out in the Explanatory Statement."

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

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

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

Dated: 26 October 2026

By order of the Board



Graeme Smith
Company Secretary

For personal use only

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 3 (a) to 3 (c) – Approval to issue Options to Directors – Listing Rule 10.11	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: (b) a member of the Key Management Personnel; or (i) a Closely Related Party of such a member; and (ii) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not an Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and 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.

For personal use only

Voting Exclusion Statements

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

Resolution 3(a) – Issue of Options to Directors – R Brooks	Rita Brooks (or her nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3(b) – Issue of Options to Directors – W Clayton	William Clayton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 3(c) – Issue of Options to Directors – W Marmion	William Marmion (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

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

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

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

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

For personal use only

Voting by proxy

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

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 member 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 of Meeting please do not hesitate to contact the Company Secretary, Graeme Smith on +61 8 9481 8669 or admin@tambourahmetals.com.au.

For personal use only

For personal use only

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 https://www.tambourahmetals.com.au/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Annual General Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

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 2025 AGM, 99% of votes were cast in favour of the remuneration report.

For personal use only

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – WILLIAM CLAYTON

3.1 General

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

William Clayton was appointed to the Board by other Directors on 22 August 2024 and was re-elected by Shareholders on 6th November 2024. Mr Clayton retires by rotation, and being eligible for election, offers himself for re-election.

3.2 Qualifications and other material directorships

Mr Clayton is a geologist with over 30 years' experience comprising mineral exploration, pre-development studies, resource evaluation and project acquisition/divestment. Mr Clayton holds Masters degrees in geology and business and is a member of the Australian Institute of Geoscientists and an associate member of the AusIMM.

3.3 Independence

Mr Clayton is an employee of the Company.

If elected the Board does not consider Mr Clayton will be an independent Director.

3.4 Other material information

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Clayton.

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

If Resolution 2 is passed, Mr Clayton will be elected to the Board as a Non-Executive Director.

If Resolution 2 is not passed, Mr Clayton will not be elected to the Board as a Non-Executive Director and will leave the Board at the conclusion of the meeting.

3.5 Board recommendation

The Board has reviewed Mr Wayne Clayton's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Mr William Clayton and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS

4.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue options to Ms Brooks, Mr Clayton and Mr Marmion (together, the **Related Parties**):

(a) in respect of Resolution3(a), $20,000 worth of Options to Ms Brooks;

(b) in respect of Resolution 3(b), $20,000 worth of Options to Mr Clayton;

(c) in respect of Resolution 3(c), $20,000 worth of Options to Mr Marmion;

(together, the **Directors' Options**).

Subject to Shareholder approval, each Director will be issued $20,000 worth of Directors' Options. The number of Directors' Options to be issued to each Director will be determined using an option pricing model, with the value of each Directors' Option calculated by reference to the volume weighted average price (**VWAP**) of Shares over the five trading days immediately preceding the date of the Meeting.

The exercise price of the Directors' Options will be equal to 150% of the VWAP of Shares over the five trading days immediately preceding the date of the Meeting.

The Directors Options will vest 12 months after the date of issue. The Directors' Options will expire 2 years after the vesting date. The terms and conditions of the Directors' Options are included in Schedule 1 to this Notice.

The table below shows the indicative number of Directors' Options to be issued to the Directors (or their nominees), based on the Company's closing Share price on 7 October 2026, being the last practicable date prior to the date of this Notice. For illustrative purposes, the table also shows the number of Directors' Options issued should that Share price increase or decrease by 25%.

Table 1 – Indicative Value and Number of Directors' Options

Black & Scholes (B&S) Value	Options to be issued to Ms Brooks (or her nominee)	Options to be issued to Mr Clayton (or his nominee	Options to be issued to Mr Marmion (or his nominee
B&S value of $0.015 based on $0.02 Share price (being a 25% decrease to the closing Share price as at 7 October 2026)	1,317,930	1,317,930	1,317,930
B&S value of $0.02 based on $0.033 Share price (being the closing Share price as at 7 October 2026)	988,448	988,448	988,448
B&S value of $0.025 based on $0.04 Share price (being a 25% increase to the closing Share price as at 7 October 2026)	790,758	790,758	790,758

4.2 Chapter 2D of the Corporations Act

Section 195(1) of the Corporations Act provides that a director who has a "material personal interest" in a matter being considered at a directors' meeting must not be present while the matter is being considered or vote on the matter. Section 195(4) of the Corporations Act provides that where there are insufficient directors to form a quorum at a directors' meeting because of Section 195(1), the directors may call a Meeting of shareholders to consider the matter. The Directors are unable to form a quorum to consider any matters relating to the proposed issue of Options under Resolutions 3(a) to 3(c), as Rita Brooks, William Clayton and William Marmion, being all of the Directors of the Company, have a material personal interest in the outcome of Resolutions 3(a) to 3(c).

Therefore, the Company is also seeking Shareholder approval under section 195(4) of the Corporations Act.

4.3 Chapter 2E of the Corporations Act

For personal use only

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 of the Directors' Options to related parties (or their nominees) constitutes the giving of a financial benefit. Directors Ms Brooks, Mr Clayton and Mr Marmion are all related parties of the Company and their nominees would be classified as associates.

In respect of Resolution 3(a), the Directors (other than Rita Brooks who has a material personal interest in Resolution 3(a)), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the issue $20,000 worth of Options to Executive Chair, Rita Brooks, constitutes reasonable remuneration and Shareholder approval will be sought before the issue.

In respect of Resolution 3(b), the Directors (other than William Clayton who has a material personal interest in Resolution 3(b)), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the issue $20,000 worth of Options to Non-Executive Director, William Clayton, constitutes reasonable remuneration and Shareholder approval will be sought before the issue.

In respect of Resolution 3(c), the Directors (other than William Marmion who has a material personal interest in Resolution 3(c)), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the agreement to issue $20,000 worth of Options to Non-Executive Director, William Marmion, constitutes reasonable remuneration and Shareholder approval will be sought before the issue.

4.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

(a) a related party;

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

(e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Director Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3(a), (b) and (c) seek the required Shareholder approval for the issue of the Securities under and for the purposes of Listing Rule 10.11.

4.5 Technical information required by Listing Rule 14.1A

If Resolutions 3(a) to 3(c) are passed, the Company will be able to proceed with the issue of the Securities to Ms Brooks, Mr Clayton and Mr Marmion(or his nominee(s)) within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or

For personal use only

modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Directors' Options (because approval is being obtained under Listing Rule 10.11), the issue of the Directors' Options will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3(a) to 3(c) are not passed, the Company will not be able to proceed with the issue of the Securities and the Company will not raise up to $XX via the Director Options (assuming the cashless exercise facility is not utilised and the options are exercised for cash). If these resolutions are not passed the Company may consider other remuneration alternatives to Directors that are available.

Resolution 3 is made up of three separate, ordinary resolutions. Resolutions 3(a) to 3(c) seeks approval for an individual issue and is not dependent on any other Resolution.

4.6 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 3(a) to 3(c):

(a) The Directors' Options will be issued to the Directors as follows:

(i) $20,000 worth of Directors' Options to Ms Rita Brooks (or her respective nominee/s), the subject of Resolution 3(a);

(ii) $20,000 worth of Directors' Options to Mr William Clayton (or his respective nominee/s), the subject of Resolution 3(b); and

(iii) $20,000 worth of Directors' Options to Mr William Marmion (or his respective nominee/s), the subject of Resolution 3(c),

each of which fall within the category set out in Listing Rule 10.11.1 as each proposed allottee of the Directors' Options is a related party of the Company by virtue of being a Director of the Company.

(b) The maximum value of Directors' Options to be issued to the Directors (being the nature of the financial benefit proposed to be given) is $60,000 worth of Directors' Options (in total). The number of Directors' Options to be issued to each Director will be determined using an option pricing model, with the value of each Directors' Option calculated by reference to the VWAP of Shares over the five trading days immediately preceding the date of the Meeting (see table in section 4.1 of this Notice for an example of the number of Directors' Options to be issued should the Share price increase or decrease by 25%).

(c) The Options will be issued for nil consideration. If the Directors' Options are exercised by the Directors, the Company will receive funds based on the calculation of the exercise price as described in (d) below. Any funds raised will be applied towards working capital.

(d) The exercise price of the Options is 150% of the 5-day VWAP of the Shares prior to the date of the Meeting. The Directors' Options vest 12 months after the date of issue (**Vesting Date**). The Directors' Options expire 2 years after the Vesting Date.

(e) The terms and conditions of the Directors' Options are set out in Schedule 1 to this Notice.

(f) The shares issued following exercise of a Directors' Option will be fully paid ordinary shares and will rank equally with other shares on issue at the time of exercising the Directors' Option.

(g) If Resolution 3 is passed, the Company will issue the Directors' Options within 1 month of the date of the Meeting (or such later date to the extent permitted by any

For personal use only

ASX waiver or modification of the Listing Rules) and it is intended that issue of the Directors' Options will occur on the same date (or as soon as practicable thereafter).

(h) The Directors' Options are intended to provide a performance-linked component of the Directors' remuneration and to further align the interests of the Directors with those of Shareholders. The Board considers that the issue of the Directors' Options represents a reasonable and appropriate form of remuneration, having regard to the responsibilities of the Directors and the benefit to the Company of providing an equity-based incentive while preserving the Company's cash resources.

(i) The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Directors' Options upon the terms proposed.

(j) The total remuneration package for each of the Directors is set out below:

2026	Salary, fees and leave ($)	Options ($)	Performance rights ($)	Total remuneration ($)
R Brooks	211,000	171,760	–	382,760
W Marmion	59,000	85,880	100,000	244,880
W Clayton	174,750	85,880	–	260,630
Total	**444,750**	**343,520**	**100,000**	**888,270**

*Further details regarding Directors' remuneration are provided in the 2026 Annual Report.

(k) The Directors' Options are not being issued under an agreement.

(l) The Board is not aware of any other information required by the Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 3(a) to 3(c).

(m) A voting exclusion notice is included with this Notice.

Resolutions 3(a) to 3(c) are each a separate, ordinary resolution and are not dependent on one another.

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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 approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

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

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

For personal use only

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 $8.31 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 7 October 2026).

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

For note, a special resolution is a resolution requiring at least 75% of votes cast by shareholders present and eligible to vote at the meeting in favour of the resolution.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 4:

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

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

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

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

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

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(ii) if the Equity Securities are not issued within 10 trading days of the date in Section 5.2(b)(i), the date on which the Equity Securities are issued.

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

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

(i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);

(ii) continued and accelerated exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration);

(iii) the development of the Company's current business; and

(iv) general working capital.

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

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

For personal use only

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 7 October 2026.

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

Variable "A" in Listing Rule 7.1A.2		Dilution		
		$0.0165	$0.033	$0.066
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A	10% voting dilution	25,175,200	25,175,200	25,175,200
251,752,009	Funds raised	$415,391	$830,782	$1,661,563
50% increase in current Variable A	10% voting dilution	37,762,801	37,762,801	37,762,801
377,628,014	Funds raised	$623,086	$1,246,172	$2,492,345
100% increase in current Variable A	10% voting dilution	50,350,401	50,350,401	50,350,401
503,504,018	Funds raised	$830,782	$1,661,563	$3,323,126

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 251,752,009 existing Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 7 October 2026 (being $0.033).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company issued nil Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.

For personal use only

8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

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

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

(i) the purpose of the issue;

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

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

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

(v) prevailing market conditions; and

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

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

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 25 November 2025 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 25 November 2025, the Company did not issue any Equity Securities pursuant to the Previous Approval.

5.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice with respect to Resolution 4.

For personal use only

For personal use only

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

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

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 Tambourah Metals Ltd (ACN 646 651 612).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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.

Proxy Form means the proxy form accompanying the Notice.

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

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

VWAP means volume weighted average price.

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

For personal use only

For personal use only

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTORS OPTIONS

Terms and conditions of Options

The terms and conditions of the Placement Options (referred to in this Section as "**Options**") are as follows:

(a) (**Entitlement**) Each Option gives the holder the right to subscribe for one Share.

(b) (**Expiry Date**): The Options will expire at 5:00pm (AWST) 2 years after their issue date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date .

(c) (**Exercise Price**) The amount payable upon exercise of each Option will be determined at the meeting unless cashless exercise option is utilised (**Exercise Price**).

(d) (**Cashless Exercise**) The cashless exercise facility allows the Director to exercise the Options without payment of the exercise price (**Cashless Exercise Facility)**. Where the Cashless Exercise Facility is utilised, the Director would only be issued or transferred that lesser number of Shares as is equal in value to the difference between the exercise price and the market value of the Shares at the time of exercise in accordance with the following formula:

$$S = \frac{O \times (MV - OEP)}{MV}$$

S = the number of Shares to be issued to the Director on exercise of Options using the Cashless Exercise Facility.

O = the number of Options exercised by the Director using the Cashless Exercise Facility.

MV = the VWAP per Share during the five trading days ending on the day before the time of exercise using the Cashless Exercise Facility.

OEP = the Exercise Price per Option of the Options exercised using the Cashless Exercise Facility

(e) (**Exercise**) A holder may exercise their Options by lodging with the Company, before the Expiry Date:

(i) a written notice of exercise of Options specifying the number of Options being exercised; and

(ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.

(f) (**Exercise Notice**) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 100,000 must be exercised on each occasion.

(g) (**Timing of issue of Shares on exercise**) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, and subject to paragraph (h), give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) (**Restrictions on transfer of Shares**): If the Company is required but unable to give ASX a notice under paragraph 1.1(g)(ii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock 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.

(i) (**Transferability**) The Options are transferable with the prior written consent of the Company (which may be withheld at the Company's sole discretion).

(j) (**Ranking of Shares**) All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank equally in all respects with other Shares.

(k) (**Quotation**) The Company will not apply for quotation of the Options on ASX.

(l) (**Adjustments for reorganisation**) If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.

(m) (**Dividend rights**) An Option does not entitle the holder to any dividends.

(n) (**Voting rights**) An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

(o) (**Entitlements and bonus issues**) Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

(p) (**Adjustment for bonus issues of Shares**) If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(q) (**Return of capital rights**) The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(r) (**Rights on winding up**) The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

(s) (**Takeovers prohibition**)

(i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and

(ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.

(t) (**No other rights**) An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

For personal use only

Tambourah Metals Ltd

Proxy Voting Form

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

Tambourah Metals Ltd | ABN 19 646 651 612

For personal use only

Your proxy voting instruction must be received by **10:00am (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 Tambourah Metals Ltd, to be held at **10:00am (AWST) on Wednesday, 25 November 2026 at Level 1, Suite 9 110 Hay Street, Subiaco, WA 6008** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3a, 3b and 3c (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3a, 3b and 3c 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 – WILLIAM CLAYTON	☐	☐	☐
3a	ISSUE OF OPTIONS TO DIRECTORS - Ms R Brooks (or a nominee)	☐	☐	☐
3b	ISSUE OF OPTIONS TO DIRECTORS - Mr W Clayton (or a nominee)	☐	☐	☐
3c	ISSUE OF OPTIONS TO DIRECTORS - Mr W Marmion (or a nominee)	☐	☐	☐
4	APPROVAL OF 7.1A MANDATE	☐	☐	☐

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).

AUTOMIC

TMB

For personal use only