For personal use only

MARITANA MINERALS LIMITED
ACN 007 761 186
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	2.00pm AWST
DATE:	27 November 2026
PLACE:	Steinepreis Paganin Level 14, 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 5.00PM AWST on 25 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.

3. RESOLUTION 2 – RE-ELECTION OF WARREN HALLAM

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 7.3 of the Constitution, Listing Rule 14.5 and for all other purposes, Warren Hallam, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass 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."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 66,667 Shares to David Fisher on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 509,259 Shares to Nano Metals Pty Ltd on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,186 Shares to TasEx Geological Services Pty Ltd on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MANAGING DIRECTOR

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

"That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 726,216 Performance Rights to Grant Haywood (or his nominee(s)) under the Employee Incentive Plan on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 701,820 Shares to Raglan Drilling Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Dated: 29 October 2026

For personal use only

For personal use only

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 7 – Approval to issue Performance Rights to Managing Director	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. However, 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.

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 – Ratification of prior issue of shares	David Fisher or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 5 – Ratification of prior issue of shares	Nano Metals Pty Ltd or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 6 – Ratification of prior issue of shares	TasEx Geological Services Pty Ltd or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 7 – Approval to issue Performance Rights to Managing Director	Grant Haywood (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 – Ratification of prior issue of shares	Raglan Drilling Pty Ltd or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of 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.

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 you will need to 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 9386 9534.

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://maritanaminerals.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.

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.

For personal use only

For personal use only

3. RESOLUTION 2 – RE-ELECTION OF WARREN HALLAM

3.1 General

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

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

Warren Hallam, who has held office without re-election since 29 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Warren Hallam is set out below.

Qualifications, experience and other material directorships	Mr Hallam has built a strong track record of over 40 years in operational, corporate and senior leadership roles across multiple commodities. This includes numerous senior roles with WMC Resources Limited and previous Managing Director roles at Metals Exploration Limited, Metals X Limited, Millenium Minerals Limited and Capricorn Metals Limited. Mr Hallam is a metallurgist who also holds a Masters in Mineral Economics from Curtin University. Mr Hallam has considerable technical, managerial and financial experience across a broad range of commodities being predominantly gold, nickel, copper, tin, lithium, rare earth elements, uranium and iron ore. As Executive Director and Managing Director of Metals X, Mr Hallam played a critical role in the development of Metals X into a leading global tin and top-10 gold producer. Mr Hallam is currently the Chair of ASX listed Aurora Energy Metals and is Non-Executive Director of Saturn Metals and St Barbara.
Term of office	Warren Hallam has served as a Director since 1 September 2024 and was last elected on 29 November 2024. Mr Hallam also serves as the Chair of Maritana's Audit and Risk committee and Remuneration committee
Independence	If re-elected, the Board considers that Warren Hallam will be an independent Director.
Board recommendation	Having received an acknowledgement from Warren Hallam, the Board believes Mr Hallam will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Warren Hallam since his appointment to the Board along with the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Warren Hallam) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, Warren Hallam 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.

For personal use only

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution 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.

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

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. As of the date of this Notice, the Company's market capitalisation is $238,871,819. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution 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 this Resolution 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.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
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: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) 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).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) 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 (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition

For personal use only

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (including project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.</td></tr>
<tr><td>Risk of economic and voting dilution</td><td>
Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

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

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 14 October 2026.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.
<table>
<tr><th></th><th colspan="4">DILUTION</th></tr>
<tr><th colspan="2" rowspan="3">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="3">Shares issued – 10% voting dilution</th><th colspan="3">Issue Price</th></tr>
<tr><th>$0.320</th><th>$0.640</th><th>$0.960</th></tr>
<tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr>
<tr><th colspan="3"></th><th colspan="3">Funds Raised</th></tr>
<tr><td>Current</td><td>373,237,218 shares</td><td>37,323,721 shares</td><td>$11,943,590</td><td>$23,887,181</td><td>$35,830,772</td></tr>
<tr><td>50% increase</td><td>559,855,827 shares</td><td>55,985,582 shares</td><td>$17,915,386</td><td>$35,830,772</td><td>$53,746,158</td></tr>
<tr><td>100% increase</td><td>746,474,436 shares</td><td>74,647,443 shares</td><td>$23,887,181</td><td>$47,774,363</td><td>$71,661,545</td></tr>
</table>
*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 373,237,218 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 14 October 2026 (being $0.64) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
</td></tr>
</table>

For personal use only

REQUIRED INFORMATION	DETAILS
	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. 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: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) 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.
Allocation policy under 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: (a) the purpose of the issue; (b) 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; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2025 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, being on and from 28 November 2025, the

For personal use only

REQUIRED INFORMATION	DETAILS
	Company issued 20,511,643 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 9.86% of the total diluted number of Equity Securities on issue in the Company on 28 November 2025, on a post-consolidation basis, which was 208,130,890.1 Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	**Date of Issue**: 25 February 2026 **Date of Appendix 2A**: 25 February 2026
Number and Class of Equity Securities Issued	20,511,643 Shares[1]
Issue Price and discount to Market Price[2] (if any)	$1.08 per Share (at a discount 14.4% to Market Price).
Recipients	Professional and sophisticated investors as part of a Placement announced on 17 February 2026. The placement participants were identified through a bookbuild process, which involved the lead manager of the placement seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
Total Cash Consideration and Use of Funds	**Amount raised**: $22,152,574 (before costs). **Amount spent**: The amount raised forms part of a larger capital raise comprising a $175 million Share Placement and $4.65 million Share Purchase Plan. The amount expended and accrued as at 30 September 2026 for items noted in the Use of Funds (see below) relating to the larger capital, is $17,828,801. On a pro-rata basis, of the 7.1A amount raised of $22,152,574, a total expended and accrued is $2,198,463. **Use of funds**: Black Swan Processing Hub refurbishment and gold conversion, site & infrastructure, open pit and underground pre-production, exploration and geology, pre-production operating costs, contingency, working capital and offer costs. **Amount remaining**: $19,954,111 **Proposed use of remaining funds:[3]** as above.

Notes:

1. Fully paid ordinary shares in the capital of the Company, ASX Code: MRT (terms are set out in the Constitution).
2. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances

REQUIRED INFORMATION	DETAILS
	have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
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.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

5.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 66,667 Shares to David Fisher on 6 August 2026, in consideration for the acquisition of tenements P27/2589 and P27/2621 from David Fisher, as announced by the Company to ASX on 25 May 2026.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

5.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of person issued Securities	David Fisher.
Number and class of Securities issued	66,667 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

For personal use only

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities were issued.	6 August 2026.
Price or other consideration the Company received for the Securities	The Shares were issued for nil cash consideration, in consideration for the acquisition of the tenements with a deemed issue price of $0.75 per share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Acquisition Agreement, as consideration for the acquisition of tenements P27/2589 and P27/2621 from David Fisher, as announced to ASX on 25 May 2026.
Summary of material terms of agreement to issue	The Securities were issued under the Acquisition Agreement, a summary of the material terms of which is set out in Schedule 1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES

6.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 509,259 Shares to Nano Metals Pty Ltd on 14 August 2026 in consideration for the acquisition of tenements from Nano Metals Pty Ltd, as announced by the Company to ASX on 11 May 2026. The Shares formed part of the total consideration of $895,000 payable for the tenements, comprising the deemed value of the Shares of $550,000 (at $1.08 per Share) together with a cash payment of $345,000.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

6.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the

For personal use only

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

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Nano Metals Pty Ltd.
Number and class of Securities issued	509,259 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. 254,630 of the Shares are subject to voluntary escrow until 15 November 2026 and the remaining 254,629 Shares are subject to voluntary escrow until 15 February 2027.
Date(s) on or by which the Securities were issued.	14 August 2026.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for the acquisition of tenements (at a deemed issue price of $1.08 per share).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy part of the consideration payable by the Company for the acquisition of tenements from Nano Metals Pty Ltd under the acquisition agreement between the Company and Nano Metals Pty Ltd, as announced to ASX on 11 May 2026.
Summary of material terms of agreement to issue	The Shares were issued under the acquisition agreement between the Company and Nano Metals Pty Ltd, a summary of the material terms of which is set out in Schedule 2 (**Nano Agreement**).
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES

7.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 45,186 Shares to TasEx Geological Services Pty Ltd, comprising 18,519 Shares issued on 6 July 2026 and 26,667 Shares issued on 7 July 2026. The Shares were issued in consideration for TasEx Geological Services Pty Ltd entering into deeds of termination which were conditions precedent to the Nano tenement acquisition (announced to ASX on 11 May 2026) and the Accelerate tenement acquisition (announced to ASX on 10 May 2026) respectively.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without

For personal use only

Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

7.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	TasEx Geological Services Pty Ltd
Number and class of Securities issued	45,186 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	18,519 Shares were issued on 6 July 2026, and 26,667 Shares were issued on 7 July 2026.
Price or other consideration the Company received for the Securities	The 18,519 Shares were issued at a nil issue price, in consideration for TasEx Geological Services Pty Ltd entering into a deed of termination which was a condition precedent to the Nano tenement acquisition (at a deemed issue price of $1.08 per share). The 26,667 Shares were also issued at a nil issue price, in consideration for TasEx Geological Services Pty Ltd entering into a deed of termination which was a condition precedent to the Accelerate tenement acquisition (at a deemed issue price of $0.75 per share).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations to TasEx Geological Services Pty Ltd for entering into the deeds of termination referred to above, which were conditions precedent to completion of the Nano tenement acquisition and the Accelerate tenement acquisition.
Summary of material terms of agreement to issue	The Shares were issued under deeds of termination between the Company and TasEx Geological Services Pty Ltd, a summary of the material terms of which are set out in Schedules 3 and 4.

For personal use only

REQUIRED INFORMATION	DETAILS
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

8. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MANAGING DIRECTOR

8.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of 726,216 Performance Rights to Grant Haywood (or his nominee(s)) pursuant to the Employee Incentive Plan (**Plan**) on the terms and conditions set out below.

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

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	217,864	Increase in Ore Reserves as per Table 2 in Schedule 5.	30 June 2031
B	254,176	Absolute Total Shareholder Return over the three-year period as per Table 3 in Schedule 5.	30 June 2031
C	254,176	Relative Total Shareholder against the S&P / ASX All Ordinaries Gold Index (XGD) over the-three-year period as per the Table 4 in Schedule 5.	30 June 2031
Total	**726,216**		

8.2 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 Grant Haywood is a related party of the Company by virtue of being a Director.

The Directors (other than Grant Haywood) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Grant Haywood, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 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

For personal use only

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.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within 3 years 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.

If this Resolution is not passed, the Company will not be able to proceed with the issue and this incentive will not be issued to Grant Haywood. No other replacement incentive is currently proposed.

8.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Grant Haywood (or his nominee(s)).
Categorisation under Listing Rule 10.14	Grant Haywood falls within the category set out in Listing Rule 10.14.1 as he is a related party of the Company by virtue of being a Director. Any nominee(s) of Grant Haywood who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	726,216 Performance Rights will be issued.
Remuneration package	The current total remuneration package for Grant Haywood (including superannuation, but excluding any discretionary bonuses and any non-cash or equity benefits) is $463,413. If the Securities are issued, the total remuneration package of Grant Haywood will increase by $362,785, being the value of the Securities (based on the valuation methodology set out in Schedule 7).
Securities previously issued to the recipient/(s) under the Plan	1,002,074 Performance Rights have previously been issued to Grant Haywood for nil cash consideration under the Plan.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 5.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to Grant Haywood will align the interests of the recipient 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 Grant Haywood; and

For personal use only

REQUIRED INFORMATION	DETAILS
	(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.
Valuation	The Company values the Performance Rights at a total of $362,785, comprising $138,344 in respect of the Class A Performance Rights (being $0.6350 per Class A Performance Right), $118,021 in respect of the Class B Performance Rights (being $0.4643 per Class B Performance Right) and $106,420 in respect of the Class C Performance Rights (being $0.4187 per Class C Performance Right) based on the valuation methodology set out in Schedule 7.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three years after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Issue price of Securities	The Securities will be issued at a nil issue price.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 6.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Additional Information	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 this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

9. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES

9.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 701,820 Shares to Raglan Drilling Pty Ltd, comprising 347,797 Shares issued on 14 September 2026 and 354,023 Shares issued on 14 October 2026, in consideration for drilling services provided by Raglan Drilling Pty Ltd.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 4.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

For personal use only

For personal use only

9.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.3 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

9.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

9.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Raglan Drilling Pty Ltd.
Number and class of Securities issued	701,820 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	347,797 Shares were issued on 14 September 2026. 354,023 Shares were issued on 14 October 2026.
Price or other consideration the Company received for the Securities	The Securities were issued in consideration for drilling services provided by Raglan Drilling Pty Ltd pursuant to a services agreement (**Services Agreement**). 347,797 Shares were issued at a deemed issue price of $0.6961. 354,023 Shares were issued at a deemed issue price of $0.6626.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Services Agreement.
Summary of material terms of agreement to issue	The Securities were issued under the Services Agreement, a summary of the material terms of which is set out in Schedule 8.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

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.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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 Maritana Minerals Limited (ACN 007 761 186).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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.

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.

Managing Director means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

For personal use only

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 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.

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.

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

For personal use only

SCHEDULE 1 – SUMMARY OF MATERIAL TERMS OF THE AQUISITION AGREEMENT BETWEEN THE COMPANY AND DAVID FISHER

On 22 May 2026, the Company's wholly owned subsidiary, Poseidon Nickel Pty Limited (ACN 060 525 206) (**Purchaser**), entered into an agreement with David Fisher (**Vendor**) for the acquisition of mining tenements P27/2589 and P27/2621 (**Acquisition Agreement**). The material terms of the Acquisition Agreement are set out below.

Consideration	The Purchaser agreed: (a) to pay the Vendor (or his nominee(s)) $50,000 by way of electronic transfer; and (b) to procure that the Company issues 66,667 Shares to the Vendor (or his nominee(s)), in consideration for the acquisition (**Consideration**).
Conditions precedent	Completion of the acquisition was conditional upon completion of financial, legal and technical due diligence by the Purchaser on the Tenements, to the absolute satisfaction of the Purchaser (the **Condition Precedent**).
Warranties & indemnities	Under the terms of the Acquisition Agreement, the Vendor provided customary warranties and indemnities regarding the sale assets in favour of the Purchaser.
Other terms	Other than as noted above, the Acquisition Agreement is otherwise on terms considered standard for an agreement of its nature, including confidentiality provisions.

For personal use only

SCHEDULE 2 – MATERIAL TERMS OF NANO AGREEMENT

On 8 May 2026, the Company's wholly owned subsidiary, Poseidon Nickel Pty Ltd (**Buyer**), entered into an agreement with Nano Metals Pty Ltd (**Seller**) for the acquisition of a portfolio of mining tenements near Kalgoorlie, Western Australia, and the associated mining information (**Nano Agreement**). The material terms of the Acquisition Agreement are set out below.

Acquisition	The Seller agreed to sell, and the Buyer agreed to purchase, the Seller's rights, title and interest in and to: (a) exploration licences E27/630, E27/632 and E27/686; (b) prospecting licences P27/2518, P27/2519, P27/2520, P27/2524 and P27/2528; (c) special mining lease 27/489-G; and (d) exploration licence application E27/674, (together, the **Tenements**), and all technical, geological and other mining information relating to the Tenements.
Consideration	Under the Nano Agreement, consideration paid and provided to the Seller comprised: (a) cash payments of $345,000 comprising a non-refundable execution payment of $50,000 and a payment at completion of $295,000; and (b) 509,259 Shares at a deemed issue price of $1.08 per share. 50% of the shares are subject to escrow for 3 months following issue with the remaining 50% of the shares subject to escrow for 6 months following issue.
Conditions Precedent	Completion was subject to Ministerial consent for transfer of the tenement interests, associated deed termination, voluntary escrow arrangements, third-party consent, assignment and assumption arrangements and other customary conditions precedent.
Other terms	Other than as noted above, the Nano Agreement contains terms which are standard for an agreement of this type, including representations, warranties and confidentiality provisions.

For personal use only

SCHEDULE 3 – MATERIAL TERMS OF THE NANO DEED OF TERMINATION

On 29 June 2026, the Company entered into a deed with TasEx Geological Services Pty Ltd (**TasEx**) and Nano Metals Pty Ltd (**Nano**) for the termination of the Heads of Agreement (defined below) and the buy-out of the discovery payment obligation under that agreement in relation to exploration licence E27/630 (**Deed of Termination**). The material terms of the Deed of Termination are set out below.

Background	Under an agreement titled "Binding Heads of Agreement – Option to Purchase Tenements" between Nano and TasEx dated 15 August 2020 (**Heads of Agreement**), TasEx granted Nano an option to acquire exploration licence E27/630 (**Tenement**). Under the Heads of Agreement, Nano (or its nominee) was required, within 60 days of an announcement by Nano (or its nominee) of a JORC compliant Indicated and/or Measured Resource on the Tenement of at least 100,000 oz contained gold or 15,000 tonnes contained nickel metal, to either: (a) pay $500,000 into a bank account nominated by TasEx; or (b) issue to TasEx shares with a total value of $500,000, (**Discovery Payment**). Nano and the Company are parties to a sale agreement under which Nano agreed to sell, and the Company agreed to purchase, the Tenement. The Company agreed to satisfy and discharge the obligation of Nano to make the Discovery Payment (**Discovery Payment Obligation**) by issuing $20,000 worth of Shares to TasEx, so that the Company acquired the Tenement free of encumbrances.
Consideration	The Company agreed to issue to TasEx 18,519 Shares at a deemed issue price of $1.08 per Share (being $20,000 worth of Shares) (**MRT Shares**) in full and final satisfaction of the Discovery Payment Obligation and any contingent, accrued or future rights to payment under the Heads of Agreement.
Termination and release	Upon the issue of the MRT Shares, the parties agreed that: (a) the Discovery Payment Obligation is satisfied and discharged in full; (b) the Heads of Agreement is terminated in its entirety and has no further force or effect; and (c) TasEx irrevocably and unconditionally releases and discharges Nano and the Company from any claim, demand, liability, loss or cost (whether present, future, contingent or otherwise) arising out of or in connection with the Heads of Agreement and the Discovery Payment. TasEx acknowledged that it has no further right, title or interest in the Tenement on and from the issue of the MRT Shares.
Other terms	Other than as noted above, the Deed of Termination contains terms which are standard for a deed of this type.

For personal use only

SCHEDULE 4 – MATERIAL TERMS OF THE ACCELERATE DEED OF TERMINATION

On 29 June 2026, the Company entered into a deed with TasEx Geological Services Pty Ltd (**TasEx**), Accelerate Resources Limited (**AX8**) and Metal Hawk Limited (**Metal Hawk**) for the termination of the TasEx Acquisition Agreement (defined below) and the buy-out of the milestone payment obligations under that agreement in relation to exploration licence E27/596 (**Deed of Termination**). The material terms of the Deed of Termination are set out below.

Background	Under a binding terms sheet between Metal Hawk and TasEx dated 7 January 2019 (as varied by a deed of variation, assignment and assumption dated 10 March 2025 under which Metal Hawk assigned 70% of its interest to AX8) (**TasEx Acquisition Agreement**), TasEx granted Metal Hawk an option to acquire exploration licence E27/596 (**Tenement**). The option was exercised and the transaction under the TasEx Acquisition Agreement completed. Under the TasEx Acquisition Agreement, AX8 and Metal Hawk (in proportion to their respective 70% and 30% interests in the Tenement) were required to pay TasEx: (a) $500,000 within 60 days of an announcement of a JORC 2012 compliant Indicated and/or Measured Resource on the Tenement of at least 100,000 oz contained gold or 15,000 tonnes contained nickel metal; and (b) $1,000,000 within 60 days of an announcement by AX8 of a JORC compliant Indicated and/or Measured Resource on the Tenement of at least 500,000 oz contained gold or 75,000 tonnes contained nickel metal, in each case subject to minimum ore tonnage and cut-off grade requirements (together, the **Milestone Payments**). AX8 and the Company are parties to a tenement sale and purchase agreement under which AX8 agreed to sell, and the Company agreed to purchase, the Tenement. The Company agreed to satisfy the obligations of AX8 and Metal Hawk to make the Milestone Payments (**Milestone Payment Obligation**) by issuing $20,000 worth of Shares to TasEx, so that the Company acquires the Tenement free of encumbrances.
Consideration	The Company agreed to issue to TasEx 26,667 Shares at a deemed issue price of $0.75 per Share (being $20,000 worth of Shares) (**MRT Shares**) in full and final satisfaction of the Milestone Payment Obligation and any contingent, accrued or future rights to payment under the TasEx Acquisition Agreement.
Termination and release	Upon the issue of the MRT Shares, the parties agreed that: (c) the Milestone Payment Obligation is satisfied and discharged in full; (d) the TasEx Acquisition Agreement is terminated in its entirety and has no further force or effect; and (e) TasEx irrevocably and unconditionally releases and discharges AX8, Metal Hawk and the Company from any claim, demand, liability, loss or cost (whether present, future, contingent or otherwise) arising out of or in connection with the TasEx Acquisition Agreement and the Milestone Payments. TasEx acknowledged that it has no further right, title or interest in the Tenement on and from the issue of the MRT Shares.
Other terms	Other than as noted above, the Deed of Termination contains terms which are standard for a deed of this type.

For personal use only

For personal use only

SCHEDULE 5 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	**Total number of Performance Rights**	As set out in the table at Section 8.1.
2.	**Consideration**	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	**Measurement Period**	The measurement period for each of the Vesting Conditions is 1 July 2026 to 30 June 2029.
4.	**Expiry Date**	Each Performance Right will expire on the earlier to occur of: (a) The date specified in the table at Section 8.1 in respect of each class of Performance Rights; or (b) The Performance Rights lapsing and being forfeited under the Employee Incentive Plan or the conditions set out in this Schedule 5, (**Expiry Date**). For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.
5.	**Vesting Conditions**	Each class of Performance Rights will vest if and to the extent the relevant Vesting Conditions set out in the table at Section 8.1 are satisfied (or waived by the Board in its absolute discretion). Further details of the Vesting Conditions in respect to Class A, B and C are set out in Tables 2, 3 and 4 below. A Performance Right will vest when a vesting notice is given to the holder.
6.	**Cessation of employment**	If the holder's employment is terminated or the holder ceases employment for any reason, any unvested Performance Rights will automatically be forfeited.
7.	**Conversion**	Upon satisfaction of the relevant Vesting Condition, each Performance Right will, at the election of the holder, vest and convert into one Share.
8.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
9.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
10.	**Transferability**	The Performance Rights are not transferable.
11.	**Reorganisation**	If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a holder will be varied, as appropriate, in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation
12.	**Quotation of Shares on conversion**	An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules. The Company will not apply for quotation of the Performance Rights on ASX.
13.	**Participation in new issues**	A Performance Right does not entitle a holder to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
14.	**No other rights**	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.
15.	**Lapse**	If the Vesting Condition relevant to a Performance Right has not been satisfied by the relevant expiry date, then the Performance Rights will automatically lapse.

Table 2: Ore Reserve Growth Schedule

Ore Reserve Growth from baseline of 204,000 ounces	Percentage of awards that vest
Ore Reserve growth by 80% ounces*	50%
Ore Reserve growth by 100% ounces*	75%
Ore Reserve growth by 120% ounces*	100%
Straight line vesting applies to performance between 50% to 100% percentile	

*after depletion, excluding acquisitions.

Table 3: Absolute Total Shareholder Return Schedule

Increase year on year	7.5%	10%	12.5%
Definition	Threshold	Target	Stretch
Overall % increase over 3-year period	**24.2%**	**33.1%**	**42.4%**
Vesting	50%	75%	100%

Total Shareholder Return (**TSR**) = $\frac{(Current\ Share\ Price - Purchase\ Share\ Price) + dividends}{Purchase\ Price}$

Table 4: Relative Total Shareholder Return Schedule

TSR Performance against Index (S&P / ASX All Ordinaries Gold Index (XGD))	Percentage of awards that vest
Below 50th percentile	0%
At 50th percentile	50%
Above 50th percentile and below 75th percentile	Pro rata from 50% to 100%
75th percentile and above	100%
Straight line vesting applies to performance between 50% to 100% percentile	

For personal use only

For personal use only

SCHEDULE 6 – TERMS AND CONDITIONS OF PLAN

1.	**Purpose**	The purpose of the Employee Incentive Plan is to provide an incentive for eligible participants to participate in the future growth of the Company and to offer any of Options, Performance Rights or Shares to assist with reward, retention, motivation and recruitment of eligible participants
2.	**Eligible Participants**	Eligible participants include a full or part-time employee, or a director of the Company or a subsidiary, relevant contractors, casual employees and prospective parties in these capacities and any person who provides services to the Company (**Eligible Participants**).
3.	**Offers**	Subject to any necessary Shareholder approval, the Board may offer Options, Performance Rights or Shares to Eligible Participants for nil consideration.
4.	**Expiry Date**	The expiry date of any Options or Performance Rights will be determined by the Board.
5.	**Vesting Conditions and Lapse**	An Option or Performance Right may only be exercised after it has vested and before its expiry date. The Board may determine the conditions upon the vesting of the Options or Performance Rights at its discretion. By way of example, the Board may impose Share price and/or continuous service vesting hurdles. An Option or Performance Right lapses upon various events including a vesting condition not being satisfied, a participant ceasing to be an Eligible Participant (except for certain matters such as death or permanent disablement) and upon misconduct by a participant.
6.	**Shares issued on vesting**	Each Option or Performance Right entitles the holder to one fully paid ordinary share on exercise or vesting.
7.	**Transferability**	A Performance Right is not transferable.
8.	**No voting or dividend rights**	The Options or Performance Rights are personal and do not confer any entitlement to attend or vote at meetings, any entitlement to dividends or any entitlement to participate in any return of capital unless the Options or Performance Rights are vested and the underlying Shares have been issued
9.	**No participation rights**	The Options or Performance Rights do not entitle the holder to participate in the issue of securities unless the Options or Performance Rights are exercised or vested and Shares have been issued before the record date for determining entitlements
10.	**Limitation on number of securities**	Securities to be issued under the Employee Incentive Plan in any 3 year period must not exceed 5% of the total number of Shares on issue at the time of the relevant offer. Various excluded offers may be disregarded so as to not count for the 5% limit being an offer where there is no monetary consideration, any offer to a person outside Australia, an offer not requiring disclosure to investors because of section 708 of the Corporations Act or an offer made under a disclosure document.
11.	**Administration of The Employee Incentive Plan**	The Employee Incentive Plan will be administered under the direction of the Board and the Board may determine procedures for the administration of the Employee Incentive Plan as it considers appropriate.
12.	**Operation**	The operation of the Employee Incentive Plan is subject to the Listing Rules and the Corporations Act.
13.	**Takeover Event**	Where a Takeover Event occurs all Performance Rights will vest at the election of the holder. For this purpose, "**Takeover Event**" means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where at least 50% of the holders of ordinary shares accept the bid and such bid is free of conditions or a court grants an order approving a compromise or scheme where the ordinary shares are either cancelled or transferred to a third party (not being a scheme of arrangement simply for the purposes of a corporate restructure).
14.	**Application of Subdivision 83A-C of the *Income Tax Assessment Act 1997 (Cth)***	Subdivision 83A-C (deferred inclusion of gain in assessable income) of the *Income Tax Assessment Act 1997 (Cth)* applies to the Employee Incentive Plan and holders of securities issued under the Employee Incentive Plan may agree to a restriction period for the disposal or transfer of the securities including any underlying securities.

SCHEDULE 7 – VALUATION OF PERFORMANCE RIGHTS

The indicative value of the Performance Rights to be issued pursuant to Resolution 7 set out below is the maximum value assuming that the vesting conditions will be achieved before the expiry dates of such performance rights.

The assumptions set out below have been used to determine the indicative values of the Performance Rights.

The Class A Performance Rights have been valued using a Black-Scholes Model (non-market based).

Assumptions:	
Valuation date	13 October 2026
Volatility	80.04%
Risk Free Rate	4.933%
Dividend Yield	Nil
Expiry Date	13 October 2029
Exercise Price	Nil
Indicative value per Performance Right – Class A	**$0.6350**
Total Value of Class A Performance Rights	**$138,344**
Total value of Performance Rights to be issued to Grant Haywood (comprising Class A, Class B and Class C Performance Rights pursuant to Resolution 7)	**$362,785**

Note: The valuation noted above is not necessarily the market price that the securities could be traded at and is not automatically the market prices for taxation purposes.

The Class B Performance Rights have been valued using a Hoadley Hybrid ESO Model. This model uses Monte Carlo simulation to simulate the stock's share price as at the vesting date based on assumptions regarding the volatility of the stock, compared against the share price targets. The simulated share price at the vesting date is then used to calculate the value of the Performance Rights.

Assumptions:	
Valuation date	13 October 2026
Volatility	80.04%
Risk Free Rate	4.933%
Dividend Yield	Nil
Expiry Date	13 October 2029
Exercise Price	Nil
Indicative value per Performance Right – Class B	**$0.4643**
Total Value of Class B Performance Rights	**$118,021**
Total value of Performance Rights to be issued to Grant Haywood (comprising Class A, Class B and Class C Performance Rights pursuant to Resolution 7)	**$362,785**

Note: The valuation noted above is not necessarily the market price that the securities could be traded at and is not automatically the market prices for taxation purposes.

For personal use only

The Class C Performance Rights have been valued using a Hoadley Hybrid ESO Model. This model uses Monte Carlo simulation to simulate the stock's share price as at the vesting date based on assumptions regarding the volatility of the stock, compared against the share price targets. The simulated share price at the vesting date is then used to calculate the value of the Performance Rights.

Assumptions:	
Valuation date	13 October 2026
Volatility	80.04%
Risk Free Rate	4.933%
Dividend Yield	Nil
Expiry Date	13 October 2029
Exercise Price	Nil
Indicative value per Performance Right – Class C	**$0.4187**
Total Value of Class C Performance Rights	**$106,420**
Total value of Performance Rights to be issued to Grant Haywood (comprising Class A, Class B and Class C Performance Rights pursuant to Resolution 7)	**$362,785**

Note: The valuation noted above is not necessarily the market price that the securities could be traded at and is not automatically the market prices for taxation purposes.

For personal use only

SCHEDULE 8 – MATERIAL TERMS OF SERVICES AGREEMENT

On 1 June 2026, the Company entered into a site services agreement with Raglan Drilling Pty Ltd (**Contractor**) for the provision of reverse circulation (**RC**) drilling services, which was amended by an amendment letter dated 29 July 2026 to provide for the part settlement of amounts payable to Raglan Drilling Pty Ltd by the issue of Shares (together, the **Services Agreement**). The material terms of Services Agreement are set out below.

Services	The Contractor agreed to provide RC drilling services at the Company's Boorara, Coote and Crake projects near Kalgoorlie, Western Australia, in respect of an initial program of approximately 40,000 metres of RC drilling, including the supply and operation of RC drill rigs, personnel and all associated plant and equipment (**Services**).
Term	2 years commencing on 1 June 2026, which may be extended by the parties by agreement in writing.
Price and payment	The Company pays the Contractor for the Services in accordance with a schedule of rates, comprising metre rates for RC hammer drilling, hourly or daily rates for rig active time, rig standby time, booster and auxiliary compressors, gyro surveys, water and fuel carting, site and hole moves and accommodation, and nil mobilisation and demobilisation charges. The Contractor is also entitled to be reimbursed its direct costs of drilling consumables (plus a 10% mark-up), subject to prior written approval of the Company. Unless otherwise specified, the rates are fixed for the term and are not subject to rise and fall. The Contractor submits payment claims monthly on the 25th day of each month for Services performed during that month, and the Company must pay each payment claim within 30 days of receipt (subject to the Company's right to dispute amounts claimed and to set off amounts owing to it).
Other terms	Other than as noted above, the Services Agreement contains terms which are standard for an agreement of this type, including representations and warranties and confidentiality provisions.

For personal use only

Proxy Voting Form

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

Maritana Minerals Limited | ABN 88 007 761 186

For personal use only

SAMPLE

Your proxy voting instruction must be received by **2:00pm (AWST) on Wednesday, 25 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 Maritana Minerals Limited, to be held at **2:00pm (AWST) on Friday, 27 November 2026 at Steinepreis Paganin Level 14, 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 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 7 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 WARREN HALLAM	☐	☐	☐
3	APPROVAL OF 7.1A MANDATE	☐	☐	☐
4	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
5	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
6	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐
7	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MANAGING DIRECTOR	☐	☐	☐
8	RATIFICATION OF PRIOR ISSUE OF SHARES	☐	☐	☐

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).

SAMPLE
For personal use only
AUTOMIC
MRT