Registry communications to:
Automic
GPO Box 5193
Sydney NSW 2001
https://www.automicgroup.com.au

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Native Mineral Resources Holdings Limited Annual General Meeting

Dear Shareholder

Native Mineral Resources Holdings Limited (**NMR** or **Company**) confirms its Annual General Meeting will be held at 10:00 am (AEDT) on Monday, 30 November 2026 (**Meeting**).

Notice of Meeting

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as amended by the Corporations Amendment (Meetings and Documents) Act 2022 (Cth)), the Company will not be sending physical copies of the Notice of Meeting to Shareholders unless they have made a valid election to receive documents by post. Instead, the Notice of Meeting is being made available to Shareholders electronically and can be viewed and downloaded from the Company's website: https://nmresources.com.au/investors/asx-announcements/. The Notice of Meeting will also be available on the Company's ASX market announcements page at: https://www.asx.com.au/markets/company/nmr.

Attending the meeting in person

The Meeting will be held at:

Source Governance
Boardroom 37.3
Level 37, 180 George Street
Sydney NSW 2000

Make your vote count

Voting at the Meeting will occur by poll. You are encouraged to complete and lodge your proxy online or otherwise in accordance with the instructions set out in the proxy form and Notice of Meeting.

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic:

Online:
Use your computer or smartphone to appoint a proxy at: https://investor.automic.com.au/#/loginsah

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

For your proxy appointment to be effective it must be received by 10:00 am (AEDT) on Saturday, 28 November 2026. Any proxy appointment received after that time will not be valid for the Meeting.

Additional information

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company's share registry, Automic, on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Authorised by the Board of Native Mineral Resources Holdings Limited

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Notice of Annual General Meeting
Native Mineral Resources Holdings Limited

ACN 643 293 716

Date	Monday, 30 November 2026
Time	10:00 am (AEDT)
Location	Source Governance Boardroom 37.3 Level 37, 180 George Street Sydney NSW 2000

Notice is hereby given that the 2026 Annual General Meeting (**Meeting**) of Shareholders of Native Mineral Resources Holdings Limited (the **Company**) will be held in person on Monday, 30 November 2026 commencing at 10:00 am (AEDT).

This notice of Annual General Meeting (**Notice**) is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

BUSINESS OF THE MEETING

ITEM A – FINANCIAL STATEMENTS AND REPORTS

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

Note: Shareholders are not required to approve these reports.

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, pass the following as a **non-binding resolution** of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2026."

Note: In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.

RESOLUTION 2 – DIRECTOR RE-ELECTION – MR JAMES WALKER

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

"That, Mr James Walker, who retires in accordance with clause 18.5(a) of the Company's Constitution and Listing Rules 14.4 and 14.5, and being eligible, is re-elected as a Director of the Company."

RESOLUTION 3 – APPROVAL OF ISSUE OF RIGHTS TO MR JAMES WALKER

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 6,493,500 Rights to Mr James Walker, or his nominee, on the terms and conditions described in the Explanatory Notes."

RESOLUTION 4 - APPROVAL OF ISSUE OF RIGHTS TO MR PHILIP GARDNER

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

"That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of 6,493,500 Rights to Mr Philip Gardner, or his nominee, on the terms and conditions described in the Explanatory Notes."

RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

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

"That, pursuant to Listing Rule 7.1A and for all other purposes, approval is given for the Company to allot and issue up to an additional 10% of its issued Equity Securities over a 12-month period, on such terms and conditions more particularly described in the Explanatory Notes accompanying this Notice."

RESOLUTION 6 - RATIFICATION OF ISSUE OF SHARES TO LIND

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

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"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue by the Company on 5 January 2026 of 17,123,288 fully paid ordinary shares to Lind Global Fund III LLC at an issue price of $0.0584 per Share, on the terms and conditions described in the Explanatory Notes."

RESOLUTION 7 - RATIFICATION OF ISSUE OF OPTIONS TO LIND

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue by the Company on 5 January 2026 of 7,200,000 unquoted Options to Lind Global Fund III LLC, each exercisable at $0.117 for one fully paid ordinary share and expiring on 5 January 2029, on the terms and conditions described in the Explanatory Notes."

RESOLUTION 8 - RATIFICATION OF JANUARY CONVERTIBLE NOTE

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue by the Company on 5 January 2026 of one unquoted Convertible Note to Lind Global Fund III LLC for an advance of $3,000,000 and having a face value of $3,300,000, on the terms and conditions described in the Explanatory Notes."

RESOLUTION 9 - RATIFICATION OF MAY CONVERTIBLE NOTE

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue by the Company on 7 May 2026 of one unquoted Convertible Note to Lind Global Fund III LLC for an advance of $3,500,000 and having a face value of $3,937,500, on the terms and conditions described in the Explanatory Notes."

RESOLUTION 10 - APPROVAL OF POTENTIAL FUTURE ISSUE OF SHARES UNDER JULY CONVERTIBLE NOTE

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the potential future issue by the Company to Lind Global Fund III LLC of up to 63,636,364 fully paid ordinary shares, if the Company elects or is required to issue Shares in connection with the conversion, repayment or part repayment of the Convertible Note issued by the Company on 2 July 2026 under the Convertible Securities Funding Agreement, on the terms and conditions described in the Explanatory Notes."

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VOTING PROHIBITION STATEMENT

As required by the Corporations Act, the Company will disregard any votes cast on **Resolution 1** by any member of the Company's Key Management Personnel (**KMP**) or a Closely Related Party of any such member unless the person:

i. votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or

ii. is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Resolution 1 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Resolution 1, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote **IN FAVOUR** of Resolution 1).

VOTING EXCLUSION STATEMENT

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- **Resolution 3**, by or on behalf of Mr James Walker 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 Plan, or any of their respective associates.
- **Resolution 4**, by or on behalf of Mr Philip Gardner 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 Plan, or any of their respective associates.
- **Resolution 5**, by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of those persons.
- **Resolutions 6, 7, 8, or 9** by or on behalf of Lind Global Fund III LLC and any other person who participated in the issue or any associate of those persons.
- **Resolution 10** by or on behalf of Lind Global Fund III LLC and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities in the Company, or any associate of those persons.

However, the above do not apply to a vote cast in favour of **Resolutions 3, 4, 5, 6, 7, 8, 9, or 10** by:

- a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with directions given to the proxy or attorney to vote on the resolutions in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolutions as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 resolutions; and
    - the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

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ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) and *ASX Settlement Operating Rule 5.6.1*, that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00 pm (AEDT) on Saturday, 28 November 2026 (the **Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to participate in and vote at the Meeting.

PARTICIPATING IN THE MEETING

The Board is looking forward to welcoming Shareholders to the Meeting in person.

The Company will provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business. Please note that the Chair may request that Shareholders identify themselves prior to asking a question.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company Secretary at jade.cook@source.com.au by Monday, 23 November 2026.

If you have been nominated as a third-party proxy, or for any enquiries relating to participation, please contact the Company's share registry Automic on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

It is recommended that Shareholders and Proxies wishing to attend the Meeting arrive by 9:45 am (AEDT) on Monday, 30 November 2026.

VOTING AT THE MEETING AND APPOINTMENT OF PROXIES

Voting on all items of business will be decided by way of a poll. The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting.

Shareholders are encouraged to lodge a directed proxy before the proxy deadline even if they plan to attend the Meeting.

Shareholders may vote at the Meeting in either of two ways:

- during the Meeting, while participating in the Meeting; or
- by appointing a proxy prior to the deadline of 10:00 am (AEDT) on Saturday, 28 November 2026.

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice.

The Proxy Form provides further information on appointing Proxies and lodging Proxy Forms. The Proxy Form must be received by the Company no later than 10:00 am (AEDT) on Saturday, 28 November 2026 (**Proxy Deadline**).

Shareholders who have not received their personalised Proxy Form should contact the Company's share registry Automic on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas) or at meetings@automicgroup.com.au as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting.

Proxy Voting by the Chair

With respect to Resolution 1, if the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Resolution 1 (by marking the appropriate box directing the Chair to vote "For" or "Against", or to "Abstain"), then, as stated on the Proxy Form, the Shareholder

will be taken to be authorising the Chair to vote **IN FAVOUR** of Resolution 1 even though it is connected directly or indirectly with the remuneration of Key Management Personnel, which includes the Chair.

With respect to all other Items of business, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Chair intends to vote all such undirected proxies **IN FAVOUR** of the Resolutions in the Notice of Meeting.

Proxy Forms Signed by Attorneys

If the Proxy Form is signed by an attorney, either the relevant original power of attorney or a certified copy of it must also be submitted by mail or delivered by hand and must be received by the Company's share registry before the Proxy Deadline.

CORPORATE REPRESENTATIVES AND CORPORATE PROXIES

Body Corporates who are Shareholders, or who have been appointed as proxies, may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

The Company requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing appointment to the share registry before the Proxy Deadline.

ANNUAL REPORT

A copy of the Company's 2026 Annual Report can be viewed and downloaded online at the following link: https://nmresources.com.au/investors/reports/

By order of the Board

Jade Cook

Jade Cook
Company Secretary
Native Mineral Resources Holdings Limited

28 October 2026

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EXPLANATORY NOTES

These Explanatory Notes provide additional information on matters to be considered at the Annual General Meeting (**Meeting**). These Explanatory Notes form part of the Notice which should be read in its entirety. The Explanatory Notes contains terms and conditions on which the resolutions will be voted.

ITEM A – FINANCIAL STATEMENTS

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be tabled at the Meeting. The Financial Report contains the financial statements of the Company and its subsidiaries.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the Financial Report. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Annual Report and on the management of the Company.

The Auditor of the Company is required to attend the Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report, and the independence of the Auditor in relation to the conduct of the audit.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

In accordance with section 300A of the Corporations Act, the Company has prepared a Remuneration Report for the financial year ended 30 June 2026. The Remuneration Report is included in the Directors' Report in the Annual Report and sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report to be adopted must be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors. However, the Directors will take into account the discussion on Resolution 1 and the outcome of the vote when considering future remuneration arrangements for Directors and senior executives.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Meeting, and then again at the Company's 2027 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company's 2027 annual general meeting.

Previous voting results

At the Company's annual general meeting held on 28 November 2025, 92.66% of the votes were cast in favour of the Remuneration Report for the year ended 30 June 2025. Accordingly, the Spill Resolution is not relevant for this Meeting.

Board Recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

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RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAMES WALKER

General

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

Clause 18.5 of the Company's Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following the Director's last appointment or election or for more than 3 years, whichever is longer. A retiring Director holds office until the conclusion of the meeting at which the Director retires but is eligible for re-election.

Mr James Walker, who has served as Non-Executive Director since 7 August 2020, and was last re-elected on 1 November 2024, retires by rotation, and being eligible, seeks re-election as a Director pursuant to Resolution 2.

Qualification and other material directorships

Mr Walker is an experienced leader in commercialising technology in new markets, with roles as a Non-Executive Chair, Director and Chief Executive of ASX-listed companies. He also has deep experience as a Chief Financial Officer for a UK, AIM-listed technology company as well as executive roles in other growth companies.

He is currently a non-executive director at 6K Additive (ASX: 6KA) and an executive director at Scalare Partners Holdings (ASX: SCP).

Mr Walker has over 25 years' experience as a Chartered Accountant, company secretary and senior executive of various high growth private companies. James has successfully completed multiple ASX IPOs, corporate acquisition transactions, secondary round raises on both the ASX and UK AIM markets and private capital raises.

If re-elected, the Board considers Mr Walker to be an independent director as he has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board, and to act in the best interests of the Company and Shareholders.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, Mr Walker will be re-elected as an Independent Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr Walker will not continue in his role as an Independent Non-Executive Director.

Board recommendation

The Board (other than Mr Walker) recommends Shareholders vote **IN FAVOUR** of Resolution 2 on the basis that Mr Walker's skills and experience will support the Company in achieving its strategic objectives.

Chair's voting intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 2.

RESOLUTIONS 3 AND 4 – APPROVAL OF ISSUE OF RIGHTS TO MR JAMES WALKER AND MR PHILIP GARDNER

Resolutions 3 and 4 seek Shareholder approval for the purposes of Listing Rule 10.14 for the grant of 6,493,500 Rights to each of Mr James Walker and Mr Philip Gardner, being Non-Executive Directors of the Company, under the Executive Incentive Plan approved by Shareholders at the Annual General Meeting on 1 November 2024 (**Plan**). Resolution 3 seeks approval for the issue of 6,493,500 Rights to Mr James Walker and Resolution 4 seeks approval for the issue of 6,493,500 Rights to Mr Philip Gardner.

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Listing Rule 10.14 provides that a Company must not allow a director, or an associate of a director, to be issued Equity Securities under an employee incentive scheme without the approval of Shareholders. The Company wishes to have flexibility to satisfy Rights by way of issuing new Shares or acquiring Shares on-market.

As Mr Walker and Mr Gardner are Directors of the Company, the issue of Rights under the Plan is subject to Shareholder approval under ASX Listing Rule 10.14

Subject to the approval of Resolutions 3 and 4, it is proposed to issue 6,493,500 Rights to each of Mr Walker or his nominee and Mr Gardner or his nominee. The Rights will vest in 36 equal monthly tranches over a three-year period, subject to a continued service condition.

The Directors are of the view that remuneration through the issue of equity provide immediate Share price exposure and provide further alignment with Shareholders' interests, whilst preserving cash.

Accordingly, Shareholders are asked to approve the proposed issue of 6,493,500 Rights to each of Mr Walker under Resolution 3 and Mr Gardner under Resolution 4, each being a Non-Executive Director of the Company, on the terms and conditions set out below. Approval of these resolutions will also result in the Rights granted being included as an exception to the approval requirements of Listing Rule 7.1.

This means the Rights granted to Mr Walker and Mr Gardner, and any Shares issued pursuant to the Rights, will not utilise the 15% limit available to the Company under Listing Rule 7.1. If approval is not obtained from Shareholders, then the Board will consider whether to proceed with an alternate award, make the grant on different terms (e.g., an equivalent cash) or acquire Shares on-market to satisfy the Rights.

The Company is not seeking approval under Chapter 2E of the *Corporations Act (Cth) 2001.* It is noted that for the purposes of Chapter 2E the Directors of the Company are related parties of the Company by virtue of section 228(2) of the Corporations Act. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities to a related party. The provision of a financial benefit to a related party, without shareholder approval is prohibited under Chapter 2E of the Corporations Act. Section 211 of the Corporations Act provides that shareholder approval is not needed to give a financial benefit, where the benefit is reasonable remuneration in the circumstance of the Company and the related party.

The Board is of the view that a grant of the Rights is remuneration that is reasonable in the circumstances of the Company and aligns the remuneration of Non-Executive Directors with the interests of Shareholders.

Information required by Listing Rule 10.15

Listing Rule category

Mr Walker and Mr Gardner each fall within Listing Rule 10.14.1 because each is a current Director of the Company. If any Rights are issued to a nominee of Mr Walker or Mr Gardner, that nominee will fall within Listing Rule 10.14.2 because the nominee will be an associate of the relevant Director.

Why Rights are being used

The Board considers Rights appropriate because they provide each Non-Executive Director with direct exposure to movements in the value of Shares, align their interests with those of Shareholders over the three-year service period and preserve the Company's cash. Rights are used instead of Options because no exercise price is payable and the award is intended to deliver deferred equity remuneration rather than an incentive linked to exceeding a specified exercise price.

Value attributed to the Rights and valuation basis

For the purposes of Listing Rule 10.15.6, the Company attributes a value of $0.0462 to each Right and an aggregate value of approximately $300,000 to the 6,493,500 Rights proposed to be granted to each of Mr Walker and Mr Gardner.

The attributed value is based on the five-day volume-weighted average price of Shares over the period from 19 to 23 October 2026.

The Company applied the Black-Scholes methodology using:

a. a Share value of $0.0462;

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b. a nil exercise price;

c. a term of approximately 5.1 years to 30 November 2031; and

d. a nil expected dividend yield.

As a cross-check, the model was run using expected volatility of 80% and a risk-free rate of 4%.

With a nil exercise price and no dividends, the model value of each Right is equal to the underlying Share value. Accordingly, volatility, the risk-free rate and the monthly vesting dates do not change the per-Right value.

No illiquidity discount has been applied. The valuation does not separately discount the continued-service vesting condition or the risk of forfeiture.

Material and Key Terms of the Rights

The Material Terms of the Executive Incentive Plan are set out in Schedule A and a summary of the key terms of the proposed Rights to be granted under the Plan is provided below.

Key Terms	Detail
Number of Rights	Subject to Shareholder approval, each of Mr Walker and Mr Gardner, or their respective nominees, will be issued 6,493,500 Rights under the Plan. The number of Rights to be granted has been calculated by dividing $300,000, being $100,000 per year for three years, by $0.0462, being the NED Rights Issue Price, and rounding down to 6,493,500 Rights. The NED Rights Issue Price is the volume-weighted average price of a Share over the five trading days from 19 to 23 October 2026
Date of Issue	If Shareholder approval is obtained, the Rights will be issued as soon as practicable after the Meeting, but in any event, within 3 years of the Meeting.
Terms of the Rights	Each Right, once vested, is an entitlement to receive one Share. The Rights will vest in 36 equal monthly tranches from 1 December 2026 to 1 November 2029, subject to satisfaction of the continued service condition The Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues. The Rights are not transferable (except in limited circumstances or with the consent of the Board). The Rights will be issued under the terms of the Plan, which was approved by Shareholders on 1 November 2024 and is available at https://asx.api.cmfyapp.com/asx-research/1.0/file/2924-02861372-2A1552830&v=undefined
Vesting Conditions	The Rights will vest in 36 equal monthly tranches from 1 December 2026 to 1 November 2029, subject to satisfaction of the service-related condition. Any unvested Rights will lapse.
Allocation of Shares upon Vesting	Following testing of the vesting conditions, vested Rights will become exercisable for nil consideration, and one Share will be allocated for each vested Right that is exercised. The Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring from an employee share trust. Any vested Rights that are not exercised by 30 November 2031 will lapse.

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Price Payable for Securities	No amount is payable in respect of the grant of Rights or exercise of vested Rights.
Cessation of Employment	If Mr Walker or Mr Gardner respectively cease to be a Director of the Company, all unvested Rights will be forfeited upon cessation. However, the Board retains discretion to apply any other treatment it deems appropriate in the circumstances.
Other Information	There is no loan scheme in relation to the grant of Rights under the Plan. Details of any Rights issued under the Plan will be published in the Annual Report 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 people covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

Mr Walker and Mr Gardner's Total Remuneration Package

Each of Mr Walker and Mr Gardner's total current remuneration package is set out below:

Remuneration Element	Mr James Walker Maximum Opportunity	Mr Philip Gardner Maximum Opportunity
Fixed Remuneration (base salary)	$50,000 per annum	Nil
Rights (subject of Resolutions 3 and 4)	$100,000 per annum	$100,000 per annum

Mr Walker and Mr Gardner have each previously been issued 4,140,000 Rights under the Plan at an average acquisition price of nil.

Director's Recommendation

The Directors (other than Mr Walker who has an interest in the resolution as proposed recipient of Rights) recommend that Shareholders vote **IN FAVOUR** of Resolution 3.

The Directors (other than Mr Gardner who has an interest in the resolution as proposed recipient of Rights) recommend that Shareholders vote **IN FAVOUR** of Resolution 4.

Chair's Voting Intention

It is intended that Mr Cannavo will Chair the meeting for Resolutions 3 and 4. The Chair of the Meeting intends to vote all available undirected proxies **IN FAVOUR** of Resolutions 3 and 4.

RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

General

Listing Rule 7.1A enables an eligible entity (as defined below) to issue equity securities totalling up to 10% of its issued share capital through placements over a 12-month period after the entity's annual general meeting at which a special resolution for the purposes of Listing Rule 7.1A is passed (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity. The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

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Resolution 5 seeks Shareholder approval for the Company to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Listing Rule 7.1A

Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing class of the Company's quoted securities.

As at the date of this Notice, the Company has one quoted class of Equity Securities, being its fully paid ordinary shares (ASX: NMR) (**Shares**).

Shareholders should note that the calculation of the number of equity securities permitted to be issued under the 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

(A x D) – E

where:

A is the number of Shares on issue before the date of issue or agreement to issue:

a. plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

b. plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

i. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

ii. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4,

c. plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

i. the agreement was entered into before the commencement of the relevant period; or

ii. the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4,

d. plus the number of partly paid Shares that become fully paid in the relevant period;

e. plus the number of Shares issued in the relevant period with approval under Listing Rule 7.1 or rule 7.4. This does not include an issue of Shares under the Company's 15% placement capacity without Shareholder approval;

f. less the number of Shares cancelled in the relevant period.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

"Relevant Period" means:

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

Technical information required by Listing Rule 7.3A

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The following information is provided to Shareholders for the purposes of Listing Rule 7.3A:

- Any Equity Securities issued under the 10% Placement Facility must be in an existing quoted class of Equity Securities. The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
    - the date on which the price at which the Equity Securities are to be issued is agreed; or
    - if the Equity Securities are not issued within 10 trading dates of the date in the above paragraph, the date on which the Equity Securities are issued.
- If Resolution 5 is approved by Shareholders and the Company issues the Equity Securities under the 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:
    - the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
    - the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date.

  The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

Number of Shares on issue	New Shares issued under the 10% Placement Facility	Voting Dilution	Funds raised based on issue price of $0.023 (50% decrease in Market Price)	Funds raised based on issue price of $0.045 (Current Market Price)	Funds raised based on issue price of $0.068 (50% increase in Market Price)
1,131,712,817 (Current Variable A)	113,171,281	10%	$ 2,546,354	$ 5,092,708	$ 7,639,061
1,697,569,225 (50% Increase)*	169,756,922	10%	$ 3,819,531	$ 7,639,061	$ 11,458,592
2,263,425,634 (100% Increase)*	226,342,563	10%	$ 5,092,708	$ 10,185,415	$ 15,278,123

**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 an entitlements issue or scrip issues under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

Notes: The table above uses the following assumptions:

– The current Shares on issue are the Shares on issue as at 27 October 2026.

– The current market price used in $0.045 based on the closing price as at 27 October 2026.

– The Company issues the maximum possible number of equity securities under the 10% Placement Facility.

– The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

– 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.

– 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%.

- The Company will only issue the Equity Securities during the period commencing from the date of the Meeting at which the approval is obtained until the earlier of:
    - the date which is twelve months after the date of the Meeting;
    - the time and date of the Company's next annual general meeting; and

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- the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

being the **10% Placement Period**.

- The Company can only issue the Equity Securities for cash consideration. In such circumstances, the Company may use the funds raised towards its existing projects, potential acquisitions, investments and/or general working capital.
- The Company's allocation policy is dependent on prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the persons to whom the Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - the purpose of the issue;
  - the methods of raising funds that are available to the Company including, but not limited to, an entitlements issue or other issue in which existing Shareholders can participate;
  - the effect of the issue of equity securities on the control of the Company;
  - the financial situation and solvency of the Company; and
  - prevailing market conditions and advice from corporate, financial and broking advisers (if applicable).

  The Company notes that:
  - prior to undertaking any fundraising, the Board will have regard to whether it is in the Company's best interests to structure such a fundraising as a entitlements issue to all of the Company's existing Shareholders at the time.
  - the persons to be issued Equity Securities under the 10% Placement Facility have not been determined as at the date of this Notice but are likely to be investors who are sophisticated and/or professional investors for the purposes of section 708 of the Corporations Act. No equity securities will be issued under Listing Rule 7.1A to related parties of the Company.
- The Company previously obtained Shareholder approval under Listing Rule 7.1A at the annual general meeting held on 28 November 2025 (**Previous Approval**). In the twelve months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued any Shares under Listing Rule 7.1A.
- A voting exclusion statement is included in the Notice.

Technical information required by Listing Rule 14.1A

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

If Resolution 5 is passed, the Company will effectively be able to issue Equity Securities up to the combined 25% limit under Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in 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.

Board Recommendation

The Board believes that Resolution 5 will give the Company the flexibility to raise additional working capital and recommends that Shareholders vote **IN FAVOUR** of the Resolution 5.

Chair's Voting Intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 5.

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RESOLUTION 6 RATIFICATION OF ISSUE OF SHARES TO LIND

General

On 24 December 2025, the Company announced that it had entered into a convertible securities agreement with Lind Global Fund III LLC (**Lind**). As part of that transaction, the Company agreed to issue Lind $1,000,000 worth of fully paid ordinary shares. On 5 January 2026, the Company issued 17,123,288 Shares at $0.0584 per Share, raising or representing consideration of approximately $1,000,000.

The Shares were issued using the Company's placement capacity under Listing Rule 7.1. The Company seeks shareholder ratification under Listing Rule 7.4 so that the issue will not continue to reduce its available Listing Rule 7.1 placement capacity.

Listing Rule 7.4

Listing Rule 7.1 generally limits the number of equity securities that a listed entity may issue or agree to issue without shareholder approval over the applicable 12-month period. Listing Rule 7.4 permits shareholders to approve an issue made without prior shareholder approval where the issue did not breach Listing Rule 7.1.

Information required by Listing Rule 7.5

Required information	Details
Names of recipients or basis of selection	Lind Global Fund III LLC.
Number and class	17,123,288 fully paid ordinary shares.
Date of issue	5 January 2026.
Issue price	$0.0584 per Share.
Purpose and use of funds	The Shares were issued in connection with the convertible securities agreement announced on 24 December 2025. The associated funding was used for the operation of the Company's business and general working capital.
Material terms of agreement	The Shares formed part of the consideration arrangements under the convertible securities agreement with Lind. The broader agreement included a $3,000,000 initial funding commitment, a Convertible Note and Options, as summarised in the Company's announcements and in the Explanatory Notes for Resolutions 7 and 8.

Effect of approval

If Resolution 6 is passed, the issue will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1. The issue will be included in variable A in the calculation of the Company's 15% placement capacity, increasing the Company's capacity to issue equity securities without further shareholder approval under Listing Rule 7.1 during the applicable 12-month period.

If Resolution 6 is not passed, the issue will continue to be included in variable C in the Listing Rule 7.1 calculation for 12 months after its issue, reducing the Company's available placement capacity during that period. The validity of the issue is not affected merely because Resolution 6 is not passed.

Board recommendation

The Directors unanimously recommend that shareholders vote **IN FAVOUR** of Resolution 6.

Chair's Voting Intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 6.

Resolution 7 Ratification of issue of Options to Lind

General

The Company issued 7,200,000 Options to Lind on 5 January 2026 in consideration for Lind entering into the convertible securities agreement announced on 24 December 2025. The Options were issued for no cash consideration, have an exercise price of $0.117 each and expire on 5 January 2029.

The Company seeks shareholder ratification under Listing Rule 7.4 to restore the placement capacity used by the issue of the Options.

Information required by Listing Rule 7.5

Required information	Details
Names of recipients or basis of selection	Lind Global Fund III LLC.
Number and class	7,200,000 unquoted Options. Each Option entitles Lind to acquire one fully paid ordinary share.
Date of issue	5 January 2026.
Issue price or consideration	The Options were issued for no cash consideration as part of the consideration for Lind entering into the convertible securities agreement.
Exercise price and expiry	$0.117 per Option; expiry on 5 January 2029.
Purpose and use of funds	The Options were issued to secure Lind's entry into the funding transaction. Any funds received on exercise will be used for general working capital and the operation and development of the Company's business.
Material terms of agreement	The Options were issued under the convertible securities agreement announced on 24 December 2025. The material terms of the funding agreement are summarised in the Explanatory Notes for Resolution 8.

Effect of approval

If Resolution 7 is passed, the issue will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1. The issue will be included in variable A in the calculation of the Company's 15% placement capacity, increasing the Company's capacity to issue equity securities without further shareholder approval under Listing Rule 7.1 during the applicable 12-month period.

If Resolution 7 is not passed, the issue will continue to be included in variable C in the Listing Rule 7.1 calculation for 12 months after its issue, reducing the Company's available placement capacity during that period. The validity of the issue is not affected merely because Resolution 7 is not passed.

Board recommendation

The Directors unanimously recommend that shareholders vote **IN FAVOUR** of Resolution 7.

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Chair's Voting Intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 7.

Resolution 8 Ratification of January Convertible Note

General

Under the convertible securities agreement announced on 24 December 2025, Lind advanced $3,000,000 to the Company in exchange for one unquoted Convertible Note issued on 5 January 2026 with a face value of $3,300,000. The funding was provided for general working capital and the operation of the Company's business.

The Convertible Note was issued using the Company's Listing Rule 7.1 placement capacity. The Company seeks shareholder ratification under Listing Rule 7.4 to replenish the placement capacity attributed to the issue.

Information required by Listing Rule 7.5

Required information	Details
Names of recipients or basis of selection	Lind Global Fund III LLC.
Number and class	One unquoted Convertible Note. For Listing Rule 7.1 purposes, the issue was attributed a maximum of 22,000,000 Shares capable of issue on conversion or repayment. The January transaction was subject to an aggregate contractual Maximum Share Number of 150,506,629 across the Placement Shares, Options, Conversion Shares and Repayment Shares, excluding securities subsequently ratified.
Date of issue	5 January 2026.
Issue price or consideration	Lind advanced $3,000,000, less the applicable commitment fee and agreed transaction costs. The Convertible Note has a face value of $3,300,000.
Conversion and repayment	Lind may convert the Convertible Note at a fixed conversion price of $0.15 per Share. Commencing 90 days after the initial drawdown, the Company must make nine monthly repayments of $366,666, subject to Lind's contractual acceleration rights. At the Company's election, repayments may be made in cash, Shares or a combination. Repayment Shares are priced at the lower of $0.15 and 90% of the average of the five lowest daily VWAPs during the 20 trading days before issue.
Maturity	5 January 2027.
Interest	No ordinary coupon or interest. Following an Event of Default, interest applies at 6% per annum above the Reserve Bank of Australia Cash Rate Target and compounds monthly.

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Required information	Details
Purpose and use of funds	General working capital and the operation of the Company's business, subject to the use-of-funds restrictions in the agreement.
Other material terms	The agreement contains customary representations, warranties, events of default, negative covenants, early repayment provisions and a 19.99% issue limitation. It also contemplated potential further drawdowns by mutual agreement, which are not approved or ratified by this Resolution unless expressly stated in the final Notice.

Effect of approval

If Resolution 8 is passed, the issue will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1. The issue will be included in variable A in the calculation of the Company's 15% placement capacity, increasing the Company's capacity to issue equity securities without further shareholder approval under Listing Rule 7.1 during the applicable 12-month period.

If Resolution 8 is not passed, the issue will continue to be included in variable C in the Listing Rule 7.1 calculation for 12 months after its issue, reducing the Company's available placement capacity during that period. The validity of the issue is not affected merely because Resolution 8 is not passed.

Shares issued on conversion or repayment

Subject to the Listing Rules and the terms of the Convertible Note, Shares issued on conversion of a convertible security may fall within Listing Rule 7.2 exception 9 where the convertible security was issued or agreed to be issued with approval, or is subsequently ratified, under Listing Rule 7.1 or 7.4. The Company must nevertheless comply with the contractual maximum, the Corporations Act and all applicable Listing Rules when issuing any Shares.

Board recommendation

The Directors unanimously recommend that shareholders vote **IN FAVOUR** of Resolution 8.

Chair's Voting Intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 8

Resolution 9 Ratification of May Convertible Note

General

On 6 May 2026, the Company announced that it had entered into a further convertible securities funding agreement with Lind. Lind advanced $3,500,000 and the Company issued one unquoted Convertible Note on 7 May 2026 with a face value of $3,937,500.

The Convertible Note was issued using the Company's Listing Rule 7.1 placement capacity. The Company seeks shareholder ratification under Listing Rule 7.4 to replenish the placement capacity attributed to the issue.

Information required by Listing Rule 7.5

Required information	Details
Names of recipients or basis of selection	Lind Global Fund III LLC.

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Required information	Details
Number and class	One unquoted Convertible Note, capable of resulting in the issue of up to 71,002,320 fully paid ordinary shares based on the assumptions disclosed in the Company's cleansing notice.
Date of issue	7 May 2026.
Issue price or consideration	Lind advanced $3,500,000, less the applicable commitment fee and agreed transaction costs. The Convertible Note has a face value of $3,937,500.
Conversion and repayment	If the Company does not redeem the Convertible Note before the applicable repayment date, Lind may convert the outstanding face value at the lower of $0.15 and 90% of the average of the five lowest daily VWAPs during the 20 consecutive trading days before the relevant conversion notice. The agreement may also require the issue of up to 25,000,000 Placement Shares if the Note is not redeemed within six months.
Maturity	6 May 2027, as stated in the Appendix 3G, subject to the repayment and redemption mechanics in the agreement.
Interest	No ordinary coupon or interest. Following an Event of Default, interest applies at 6% per annum above the Reserve Bank of Australia Cash Rate Target and compounds monthly.
Purpose and use of funds	The funding was provided for the operation of the Company's business and general working capital, including the application of part of the funding to reduce Company debt.
Other material terms	The agreement contains customary representations, warranties, events of default, negative covenants, early repayment provisions and a 19.99% issue limitation.

Effect of approval

If Resolution 9 is passed, the issue will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1. The issue will be included in variable A in the calculation of the Company's 15% placement capacity, increasing the Company's capacity to issue equity securities without further shareholder approval under Listing Rule 7.1 during the applicable 12-month period.

If Resolution 9 is not passed, the issue will continue to be included in variable C in the Listing Rule 7.1 calculation for 12 months after its issue, reducing the Company's available placement capacity during that period. The validity of the issue is not affected merely because Resolution 9 is not passed.

Board recommendation

The Directors unanimously recommend that shareholders vote **IN FAVOUR** of Resolution 9.

Chair's Voting Intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 9.

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Resolution 10 Approval of potential future issue of Shares under July Convertible Note

General

On 2 July 2026, the Company entered into a Convertible Securities Funding Agreement with Lind under which Lind advanced $3,500,000 and the Company issued one unquoted Convertible Note with a face value of $4,200,000.

The Convertible Note was issued under Listing Rule 7.2 exception 17 on the basis that the issue of Shares on conversion or repayment was conditional upon prior shareholder approval.

The Company had no available placement capacity under Listing Rules 7.1 or 7.1A when the Convertible Note was issued. The Company seeks shareholder approval under Listing Rule 7.1 for the potential future issue of up to 63,636,364 Shares under the agreement.

No Shares have been issued under the Convertible Note.

As at the date of this Notice, all payments due under the Convertible Note have been made in cash and the Company presently intends to continue making payments in cash.

The approval sought under Resolution 10 is precautionary only, to preserve flexibility if circumstances change or Shares are otherwise required to be issued under the agreement; it does not reflect a present intention by the Company to issue Shares.

Listing Rule 7.1

Listing Rule 7.1 generally prohibits a listed entity from issuing or agreeing to issue equity securities exceeding 15% of its issued ordinary capital over the applicable 12-month period without shareholder approval, unless an exception applies.

If Resolution 10 is passed, the Company will have the flexibility to issue the approved Shares without using its placement capacity under Listing Rule 7.1 if circumstances change and an issue of Shares is permitted or required under the agreement.

Approval will not oblige the Company to issue any Shares. The Company presently intends to continue making payments in cash.

If Resolution 10 is not passed, the Company cannot issue those Shares unless it has sufficient placement capacity or another exception applies and may need to continue satisfying the relevant obligations in cash or seek a further shareholder approval.

Information required by Listing Rule 7.3

Required information	Details
Names of recipients or basis of selection	Lind Global Fund III LLC.
Maximum number and class	Up to 63,636,364 fully paid ordinary shares.
Issue date	No Shares have been issued under the Convertible Note. The Company presently intends to continue making payments in cash. Shares will be issued only if circumstances change and the Company elects or is required to issue Shares upon conversion, repayment or part repayment of the Convertible Note. Any Shares issued under the approval sought by Resolution 10 will be issued no later than three months after the Meeting. Any Shares proposed

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Required information	Details
	to be issued after that date will require fresh Shareholder approval or must otherwise be issued within the Company's available placement capacity or an applicable exception to Listing Rule 7.1.
Issue price	$0.066 per Share, subject to any adjustment expressly permitted under the agreement and the Listing Rules.
Purpose and use of funds	No additional funds would be raised if Shares were issued on conversion or repayment. The original $3,500,000 advance was used for the operation of the Company's business and general working capital. To date, all payments under the Convertible Note have been made in cash and the Company presently intends to continue making payments in cash.
Material terms of agreement	The Convertible Note has a face value of $4,200,000. Lind may convert all or part of the outstanding face value at $0.066 per Share. Monthly repayments of $210,000 commence 120 days after the initial drawdown and may, subject to shareholder approval and the Listing Rules, be satisfied in cash, Shares or a combination. Cash repayments attract a 4% premium. The agreement contains customary representations, warranties, negative covenants, events of default and a 19.99% issue limitation.

Dilution

Based on the current shares on issue 1,131,712,817 Shares, the issue of 63,636,364 Shares would result in approximately 1,195,349,181 Shares on issue and would represent approximately 5.32% of the enlarged issued capital, assuming no other Shares are issued. These figures must be updated to reflect the Company's issued capital immediately before dispatch of the Notice.

Issue deadline under Listing Rule 7.3.4

Listing Rule 7.3.4 requires the Shares approved under Resolution 10 to be issued no later than three months after the Meeting. The Company is not seeking a waiver of that requirement.

Accordingly, the approval will lapse for any Shares not issued within three months after the Meeting. Any later issue will require fresh Shareholder approval or must otherwise be issued within the Company's available placement capacity or an applicable exception to Listing Rule 7.1.

Board recommendation

The Directors consider that approval is prudent because it preserves flexibility if circumstances change or an issue of Shares becomes necessary or desirable under the agreement.

No Shares have been issued under the Convertible Note, all payments due to date have been made in cash and the Company presently intends to continue making payments in cash.

Approval of Resolution 10 will not oblige the Company to issue any Shares and does not indicate a present intention to do so.

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The Directors unanimously recommend that shareholders vote **IN FAVOUR** of Resolution 10.

Chair's Voting Intention

The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 10.

General information about Lind for Resolutions 6 to 10

Not related

Lind Global Fund III LLC is not a related party of the Company for the purposes of Listing Rule 10.11 on the information presently available.

Corporations Act limitation

No Shares will be issued if the issue would result in Lind or any other person acquiring a relevant interest in voting shares in contravention of section 606 of the Corporations Act. The transaction documents contain a 19.99% issue limitation.

Directors interests

The Directors have no material personal interest in Resolutions 6 to 10 other than in their capacity as shareholders of the Company.

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GLOSSARY

$ or A$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, Australia.

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

Annual Report means the Company's annual report for the financial year ended 30 June 2026, comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

Associate has the same meaning as that under the Corporations Act.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor refers to the external auditor of the Company, HLB Mann Judd Assurance (NSW) Pty Ltd.

Auditor's Report refers to the auditor's report set out in the Annual Report.

Board means the current board of directors of the Company.

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

Company or **NMR** means Native Mineral Resources Holdings Limited (ACN 643 293 716).

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

Directors' Report refers to the directors' report set out in the Annual Report.

Equity Securities has the meaning given to that term in the ASX Listing Rules.

Executive Performance Rights means the 12,987,000 Rights proposed to be issued to James Walker, or his nominee, and Philip Gardner, or his nominee, the subject of Resolutions 3 and 4.

Explanatory Notes means the explanatory notes accompanying the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel (or **KMP**) has the meaning defined in section 9 of the Corporations Act.

Lind means Lind Global Fund III LLC.

Listing Rules means the listing rules of the ASX.

Meeting means the annual general meeting of the Company, convened by this Notice.

Notice or **Notice of Meeting** or **Notice of Annual General** Meeting means this notice of annual general meeting and the Explanatory Notes.

Plan means the Executive Incentive Plan of the Company.

Proxy Form means the proxy form accompanying the Notice.

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

Resolution means a resolution referred to in the Notice.

Shares means fully paid ordinary shares in the capital of the Company.

Shareholder or Shareholders means a holder of a Share or Shares.

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Schedule A – Material Terms of the Executive Incentive Plan

Key terms	Detail
Purpose	The Executive Incentive Plan (**Plan**) allows the Company and the Board to offer rights or options (collectively, **Awards**) to eligible participants which provide the opportunity to acquire fully paid ordinary shares in the Company (**Shares**) for the purposes of attracting, motivating and retaining key employees. Under the Plan, the Board may make offers in respect of a participant's short-term and / or long-term incentive components of remuneration.
Eligible participants	The Board may offer Awards to any current, former or prospective full-time or part-time employee, executive, director or contractor of the Company, or any other person the Board considers eligible, as determined by the Board. The Company will seek Shareholder approval for participation of any directors in the Plan if required by the Listing Rules.
Awards	Each Award is an entitlement to acquire a Share (or receive a cash payment of equivalent value at the discretion of the Board), subject to satisfaction of any applicable performance and/or service-related conditions and, in the case of Options, payment of any applicable Exercise Price. The Board will determine the terms of the Awards for each offer. Each offer under the Plan will specify the maximum number or value of Shares that the participant may acquire. Awards do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues. Awards are not transferable (except in limited circumstances or with the consent of the Board).
Vesting period and conditions	The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before Awards vest. The vesting conditions will be measured and tested over a vesting period determined by the Board. The Plan provides the Board with the ability to review and adjust the vesting conditions, targets and vesting schedules (as applicable) on a grant-by-grant basis, ensuring they remain appropriate for the particular grant.
Allocation of Shares	The Company may issue new Shares or procure the acquisition of Shares on-market to allocate Shares to participants following vesting and exercise (whether automatic or otherwise) of Awards. The Company may also operate an employee share trust to acquire, hold or provide Shares for the purposes of the Plan.
Other terms	The Board may determine any additional terms applicable to the Awards or Shares, including any disposal restrictions that apply to Shares, as well as any other vesting or lapsing conditions.
Cessation of employment	In general, where a participant ceases employment with the Company prior to Awards vesting, the treatment will depend on the circumstances of cessation.

	Where the participant ceases employment due to resignation or termination for cause (including gross misconduct), all Awards, whether vested or unvested, will be forfeited upon cessation. Where a participant ceases employment for any other reason prior to Awards vesting, all unvested Awards will generally continue "on-foot" and may vest at the end of the vesting period to the extent that the relevant vesting conditions have been satisfied. The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of Awards may vest either at cessation or at the end of the original vesting period, or that some or all of the Awards will be forfeited). Where a participant ceases employment after vesting, but before vested Awards that require exercise are exercised, the participant must exercise the vested Awards by the earlier of 90 days after cessation or the date the Awards lapse.
Change of control	In general, where a change of control occurs (e.g., a takeover, scheme of arrangement or winding-up of the Company), all of a participant's unvested Awards will vest at the time of the event. The Board retains discretion to determine that a different treatment should apply (including determining that Awards remain subject to the applicable vesting conditions or to vary the applicable vesting conditions / vesting period).
Malus and clawback	The Plan provides the Board with the ability to apply malus / clawback and declare that all, or some, of the Awards lapse or Shares held under the Plan are forfeited. The Board may apply malus / clawback in certain circumstances, including where the participant's actions: • constitute fraud, or dishonest or gross misconduct in relation to the affairs of the Company; • bring the Company into disrepute; and • are in breach of their obligations to the Company.
Plan administration	The Plan may be administered by either the Board or an external party, including using an employee share trust to acquire, hold or transfer Shares under the Plan. The Board retains discretion to delegate its powers or discretions under the Plan to any person or committee for a period and on the terms it decides.
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding Shares or Awards issued under the Plan at that time.

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Schedule B — Material Terms of the Lind Options

The following is a summary of the material terms of the 7,200,000 unquoted Options issued to Lind Global Fund III LLC on 5 January 2026 and the subject of Resolution 7.

Key terms	Detail
Entitlement	Each Option entitles the holder to subscribe for one fully paid ordinary Share in the Company.
Exercise price	The exercise price is $0.117 per Option.
Expiry date	Each Option expires at 5.00 pm on 5 January 2029. An Option not exercised by the expiry date will lapse.
Exercise	The holder may exercise Options by giving the Company a duly completed exercise notice and paying the exercise price for each Option exercised.
Issue and ranking of Shares	Shares issued on exercise of the Options will be fully paid and will rank equally in all respects with the Company's existing fully paid ordinary Shares from their date of issue. The Company will apply for quotation of those Shares in accordance with the Listing Rules.
Quotation and transfer	The Company will not apply for quotation of the Options. The Options may be transferred in accordance with their terms, the Corporations Act and the Listing Rules.
Participation rights	The Options do not confer any voting, dividend or other Shareholder rights. The holder may not participate in a new issue of securities to Shareholders without first exercising the Options, but the Company will give the holder any notice required by the Listing Rules to enable the holder to exercise before the relevant record date.
Bonus issues and reorganisation	The rights of the holder in relation to any bonus issue or reorganisation of the Company's capital will be adjusted only to the extent required by the Listing Rules applying at the relevant time.

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Proxy Voting Form

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

Native Mineral Resources Holdings Limited | ABN 11 625 453 929

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Your proxy voting instruction must be received by **10:00am (AEDT) on Saturday, 28 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 Native Mineral Resources Holdings Limited, to be held at **10:00am (AEDT) on Monday, 30 November 2026 at Source Governance, Boardroom 37.3 Level 37, 180 George Street Sydney NSW 2000** hereby:

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

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

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3 and 4 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	REMUNERATION REPORT	☐	☐	☐
2	DIRECTOR RE-ELECTION – MR JAMES WALKER	☐	☐	☐
3	APPROVAL OF ISSUE OF RIGHTS TO MR JAMES WALKER	☐	☐	☐
4	APPROVAL OF ISSUE OF RIGHTS TO MR PHILIP GARDNER	☐	☐	☐
5	APPROVAL OF 10% PLACEMENT FACILITY	☐	☐	☐
6	RATIFICATION OF ISSUE OF SHARES TO LIND	☐	☐	☐
7	RATIFICATION OF ISSUE OF OPTIONS TO LIND	☐	☐	☐
8	RATIFICATION OF JANUARY CONVERTIBLE NOTE	☐	☐	☐
9	RATIFICATION OF MAY CONVERTIBLE NOTE	☐	☐	☐
10	APPROVAL OF POTENTIAL FUTURE ISSUE OF SHARES UNDER JULY CONVERTIBLE NOTE	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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