30 April 2025

Dear Shareholder

ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

You are invited to attend the Annual General Meeting (**AGM**) of Shareholders of Critical Resources Limited (ACN 145 184 667) (**Company**) to be held in person at:

Time and date: 11.00 am (AWST) on Friday, 30 May 2025

Location: The Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth WA 6000

As permitted by the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Meeting to shareholders unless a shareholder has requested to receive a hard copy. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded at the following link: www.criticalresources.com.au or from the ASX Company Announcements Platform at asx.com.au (ASX: CRR).

A copy of your personalised Proxy Form is enclosed for your reference. All resolutions in the Notice of Meeting will be voted upon by poll. Shareholders are strongly encouraged to submit their Proxy Form to the Company's share registry, Computershare, using any of the following methods:

Online	At www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR code on your proxy form and follow the prompts
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Your proxy voting instruction must be received by 11:00 am (AWST) on Wednesday, 28 May 2025 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

In order to receive electronic communications from the Company in the future, please update your Shareholder details with Computershare Investor Services Pty Limited by:

1. Go online to www.investorcentre.com
2. Select 'Login' for existing users (New users select 'Create Login' and follow the prompts)
3. Enter your 'User ID'
4. Enter your 'Password'
5. Click on 'My Profile' and select 'Communications Preferences' to enter your email address and update your securityholder communication methods.

The Meeting Materials are important and 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. If you have any difficulties obtaining a copy of the Meeting Materials please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Yours sincerely
Harry Spindler
Company Secretary

Critical Resources Limited

ACN 145 184 667

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia 6000, on Friday, 30 May 2025, at 11:00 am (AWST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on +61 (8) 9465 1024.

Shareholders are urged to attend the Meeting or vote by lodging the Proxy Form made available with the Notice.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders of Critical Resources Limited (**Company**) will be held at the Boorloo Meeting Room, 108 St Georges Terrace, Perth, Western Australia 6000 on Friday, 30 May 2025 at 11:00 am (AWST) (**Meeting**).

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 as at 5:00 pm (AWST) on Wednesday, 28 May 2025. The Directors encourage all eligible Shareholders to lodge Proxy Forms prior to 11:00 am (AWST) on 28 May 2025.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1 further below.

Agenda

Financial Statements and Reports

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

***Note**: There is no requirement for Shareholders to approve the Annual Report.*

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report set out in the Company's Financial Report for the year ended 31 December 2024 is adopted on the terms and conditions in the Explanatory Memorandum."

***Note:** The vote on this resolution is advisory only and does not bind the Directors or the Company.*

Resolution 2 – Election of Director – Mr Bilal Ahmad

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

"That, for the purposes of Listing Rule 14.4, Article 7.6(c) of the Constitution and for all other purposes, Mr Bilal Ahmad, who was appointed as a Director by the Board of Directors in accordance with Article 7.6(a) of the Constitution on 28 February 2025, retires in accordance with the Constitution and Listing Rules and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – Election of Director – Mr Joshua Gordon

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

"That, for the purposes of Listing Rule 14.4, Article 7.6(c) of the Constitution and for all other purposes, Mr Joshua Gordon, who was appointed as a Director by the Board of Directors in accordance with Article 7.6(a) of the Constitution on 12 March 2025, retires in accordance with the Constitution and Listing Rules and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 4 – Appointment of Auditor

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

"That for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented in writing to act as auditor of the Company, is appointed as auditor of the Company with effect from the conclusion of this Meeting, on the terms and conditions in the Explanatory Memorandum."

Resolution 5 - Ratification of issue of Placement Securities

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 150,000,000 Placement Shares and 37,500,000 Placement Options issued under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum."

Resolution 6 - Approval to issue Director Placement Securities

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 125,000,000 Director Placement Shares and 31,250,000 Director Placement Options to Bilal Ahmad (or his nominee/s), on the terms and conditions set out in the Explanatory Memorandum."

Resolution 7- Ratification of issue of Lead Manager Options

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,000,000 Lead Manager Options issued to the Lead Manager under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum."

Resolution 8 - Approval of 10% Placement Facility (LR 7.1A)

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up 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 on the terms and conditions in the Explanatory Memorandum."

Resolution 9 – Renewal of Employee Securities Incentive Plan

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

"That, for the purposes of Listing Rule 7.2, Exception 13 and for all other purposes, Shareholders re-approve the issue of Equity Securities under the existing employee incentive scheme known as 'Critical Resources Limited Employee Securities Incentive Plan' (Plan) and the issue of up to 150,000,000 Securities under the Plan, on the terms and conditions in the Explanatory Memorandum."

Other Business

To consider any other business that may be brought before the Meeting in accordance with the Company's Constitution.

Voting exclusions

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

(a) **Resolution 5**: by or on behalf of any person who participated in the issue of the Placement Securities, or any of their respective associates, or their nominees.

(b) **Resolution 6**: by or on behalf Bilal Ahmad, and any other person who will obtain a material benefit as a result of, the proposed issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees.

(c) **Resolution 7**: by or on behalf of the Lead Manager (or its nominee/s), and any other person who will obtain a material benefit as a result of, the proposed issue of the Lead Manager Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

(d) **Resolution 8**: if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, by or on behalf of any persons who are 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 Shareholder), or any of their respective associates.

(e) **Resolution 9**: by or on behalf of a person who is eligible to participate in the Plan, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

(b) the Chair as proxy or attorney for a person who is entitled to vote, 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 prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person 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 does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 9: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party; and

(b) the appointment does not specify the way the proxy is to vote on the 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 the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD

Harry Spindler
Company Secretary
Critical Resources Limited
Dated: 30 April 2025

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held the Boorloo Meeting Room, 108 St Georges Terrace, Perth, Western Australia 6000 on Friday, 30 May 2025 at 11.00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

A Proxy Form is made available with the Notice.

2. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 Voting by proxy

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

Please note that:

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

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

(iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

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

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

(ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

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

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

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

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

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

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

(iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 11:00am (AWST) on Wednesday, 28 May 2025, being not later than 48 hours before the commencement of the Meeting.

2.4 Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 9 even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@criticalresources.com.au by 5:00pm (AWST) on Wednesday, 28 May 2025.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Financial Statements and Reports

In accordance with section 317 of the Corporations Act and the Company's Constitution, Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2024.

There is no requirement for Shareholders to approve these reports.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Financial Report, Directors' Report and Auditor's Report, which are included in the Company's Annual Report available online at www.criticalresources.com.au or on the ASX platform for "CRR" at www.asx.com.au;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. Resolution 1 – Adoption of Remuneration Report

4.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors.

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (Strike) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2024 annual general meeting held on 30 May 2024 (**2024 AGM**).

At the 2024 AGM, 97.46% of votes cast in respect of the Remuneration Report were in favour of the Company's Remuneration Report. The Company did not receive any specific feedback at the 2024 AGM on its remuneration practices.

If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2026 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 Board recommendation

Resolution 1 is an ordinary resolution.

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

5. Resolution 2 – Election of Director – Mr Bilal Ahmad

5.1 General

Article 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Article 7.6(c) of the Constitution and Listing Rule 14.4 both provide that any Director (other than the Managing Director) appointed under Article 7.6(a) must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Further, Article 7.6(c) of the Constitution provides that a Director who retires in accordance with Article 7.6(a) of the Constitution holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Mr Bilal Ahmad, the Non-Executive Chairman of the Company who was appointed on 28 February 2025, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to this Resolution 2.

5.2 Bilal Ahmad

Mr Bilal Ahmad is an accomplished investor with an extensive 15-year track record of strategic investments in ASX-listed companies and private ventures. His focus spans the resources, technology, and life science sectors, where he has consistently deployed capital to support growth and innovation of emerging companies.

Mr Ahmad holds a Bachelor of Medicine and a Bachelor of Surgery, and is also a director of Dalaroo Metals Ltd (ASX: DAL).

The Company confirms that, with Mr Ahmad's consent, it took appropriate checks into Mr Ahmad's background and experience and that these checks did not identify any information of concern.

If elected, Mr Ahmad is considered by the Board (with Mr Ahmad abstaining) to be an independent director of the Company.

Mr Ahmad has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 Board recommendation

The Board (other than Mr Bilal Ahmad who has a personal interest in the outcome of this Resolution) supports the election of Mr Ahmad and recommends that Shareholders vote in favour of this Resolution. The Directors consider Mr Ahmad's skills and experience are valuable to the Board's existing skills and experience.

5.4 Additional information

Resolution 2 is an ordinary Resolution.

If Resolution 2 is passed, Mr Bilal Ahmad will be elected as a Non-Executive Director of the Company.

If Resolution 2 is not passed, Mr Ahmad will not be elected as a Non-Executive Director of the Company.

6. Resolution 3 – Election of Director – Mr Joshua Gordon

6.1 General

Refer to Section 5.1 for further information regarding Article 7.6 of the Constitution, and Listing Rule 14.4.

In accordance with Article 7.6(c) of the Constitution and Listing Rule 14.4, Mr Joshua Gordon, a Non-Executive Director appointed on 12 March 2025, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to this Resolution 3.

6.2 Joshua Gordon

Mr Joshua Gordon is an experienced corporate finance professional who has raised capital for many small and emerging resource and energy companies on the ASX.

Mr Gordon is well versed in all facets of the Equity Capital Market transaction lifecycle with deep experience in transaction origination, structuring, execution and distribution.

Mr Gordon holds a Bachelor or Commerce (Finance) from Monash University and a Master of Management (Accounting) from the University of Melbourne. Mr Gordon is also a Non-Executive Director of Traka Resources Limited, Advance Metals Limited and Dalaroo Metals Ltd.

The Company confirms that, with Mr Gordon's consent, it took appropriate checks into Mr Gordon's background and experience and that these checks did not identify any information of concern.

If elected, Mr Gordon is considered by the Board (with Mr Gordon abstaining) to be an independent director of the Company.

Mr Gordon has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

6.3 Board recommendation

The Board (other than Mr Joshua Gordon who has a personal interest in the outcome of this Resolution) supports the election of Mr Gordon and recommends that Shareholders vote in favour of this Resolution. The Directors consider Mr Gordon's skills and experience are valuable to the Board's existing skills and experience.

6.4 Additional information

Resolution 3 is an ordinary Resolution.

If Resolution 3 is passed, Mr Joshua Gordon will be elected as a Non-Executive Director of the Company.

If Resolution 3 is not passed, Mr Gordon will not be elected as a Non-Executive Director of the Company.

7. Resolution 4 - Appointment of Auditor

7.1 General

As announced on 25 June 2024, the Company appointed BDO Audit Pty Ltd (**BDO Audit**) as the new auditor of the Company following the resignation of BDO Audit (WA) Pty Ltd (**BDO WA**) after receiving consent from the Australian Securities and Investments Commission on 24 June 2024 to resign as the Company's auditor in accordance with section 329(5) of the Corporations Act.

The change to the Company's auditor is a result of BDO WA restructuring its audit practice whereby the Company's audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA.

In effect, there will be no change to the auditor of the Company.

Under section 327C(2) of the Corporations Act, any auditor appointed under section 327C(1) of the Corporations Act holds office until the company's next annual general meeting. The Company is therefore required to appoint an auditor of the Company to fill the vacancy in the office of auditor at this annual general meeting pursuant to section 327B of the Corporations Act.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice at Schedule 1.

BDO Audit has given its written consent to act as the Company's auditor.

Resolution 4 seeks Shareholder approval to appoint BDO Audit as the Company's auditor under section 327B of the Corporations Act, which requires shareholder approval for the appointment of a new auditor to fill a vacancy at the Company's annual general meeting.

If Resolution 4 is passed, the appointment of BDO Audit as the Company's new auditor will take effect at the close of this Meeting.

If Resolution 4 is not passed the Company will need to appoint a new auditor other than BDO Audit.

7.2 Board recommendation

Resolution 4 is an ordinary resolution.

The Board recommends Shareholders vote in favour of this Resolution 4.

8. Background to $1.1 million capital raising

8.1 Background (Resolutions 5, 6 and 7)

On 31 March 2025, the Company announced that it had received firm commitments for a placement to raise up to approximately $1,1000,000 (before costs) through the issue of 275,000,0000 Shares (**Placement Shares**) at an issue price of $0.004 per Placement Share, together with a 1-for-4 free attaching unquoted Option exercisable at $0.008 each on or before the date that is 3 years from the date of issue (**Placement Options**) (**Placement**).

The Placement is being undertaken as follows:

(a) the issue of up to 150,000,000 Placement Shares and 37,500,000 Placement Options (**Placement Securities**) to unrelated parties of the Company, issued on 24 April 2025 utilising the Company's available Listing Rule 7.1 placement capacity to raise $600,0000 (before costs) (the subject of Resolution 5); and

(b) the issue of up to 125,000,000 Placement Shares (**Director Placement Shares**) and 31,250,000 Placement Options (**Director Placement Options**) to Director, Bilal Ahmad (or his nominee/s) (**Director Placement Securities**) to raise $500,000 (before costs) subject to Shareholder approval under Listing Rule 10.11 (the subject of Resolution 6).

The Company engaged Sixty Two Capital Pty. Ltd. as sole lead manager to the Placement (**Lead Manager**). On 24 April 2025, as partial consideration for the provision of lead manager and bookrunner services in connection with the Placement, the Company issued the Lead Manager 11,000,000 unquoted Options exercisable at $0.008 each on or before the date that is 3 years from the date of issue (**Lead Manager Options**). The Lead Manager Options were issued utilising the Company's available Listing Rule 7.1 placement capacity (the subject of Resolution 7), and are otherwise on the same terms as the Placement Options.

9. Resolution 5 - Ratification of issue of Placement Securities

9.1 General

The background to the Placement and issue of the Placement Securities is set out in Section 8.1 above.

Resolution 5 seeks the approval of Shareholders to ratify the prior issue of 150,000,000 Placement Shares and 37,500,000 Placement Options.

9.2 Listing Rules 7.1 and 7.4

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.

The issue of the Placement Securities does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces 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 issue of the Placement Securities pursuant to the Placement.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1.

The effect of Shareholders passing Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity under Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 5 is passed, 150,000,000 Placement Shares and 37,500,000 Placement Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date, subject to passing of Resolution 5.

If Resolution 5 is not passed, 150,000,000 Placement Shares and 37,500,000 Placement Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval.

9.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Securities:

(a) The Placement Shares and Placement Options were issued to sophisticated and professional investors (**Placement Participants**), none of whom are a related party or Material Investor of the Company.

(b) The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and clients of the Lead Manager.

(c) A total of 150,000,000 Placement Shares and 37,500,000 Placement Options were issued using the Company's available placement capacity under Listing Rule 7.1.

(d) The Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

The Placement Options will be exercisable at $0.008 each and expire on 23 April 2028 and are otherwise subject to the terms and conditions in Schedule 2. Shares issued upon exercise of Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue

(e) The Placement Securities were issued on 24 April 2025.

(f) The Placement Shares were issued at an issue price of $0.004 each raising $600,000 (before costs). The proceeds from the Placement, including the issue of the Placement Shares will be used towards advancing exploration activities at the Company's existing projects, working capital, and evaluating potential complementary mineral projects. There is no certainty that current activities will result in new acquisitions.

(g) The Placement Options were issued as free attaching Options to the Placement Shares. Accordingly, no cash was raised via the issue of the Placement Options. Any funds raised upon exercise of the Placement Options will be used towards general working capital purposes.

(h) There are no other material terms to the agreement for the issue of the Placement Securities.

(i) A voting exclusion statement is included in the Notice.

9.4 Additional information

Resolution 5 is an ordinary Resolution.

The Board considers that it would be beneficial to have the optionality afforded by Listing Rule 7.1, should the need arise, and therefore recommends that Shareholders vote in favour of Resolution 5.

10. Resolution 6 - Approval to issue Director Placement Securities

10.1 General

The background to the Placement and issue of the Director Placement Securities is set out in Section 8.1 above.

8.1 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities.

10.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

(a) a related party (Listing Rule 10.11.1);

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

(d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

(e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Mr Bilal Ahmad is a related party of the Company by virtue him being a Director and therefore falls into the category stipulated by Listing Rule 10.11.1.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Securities as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of these Director Placement Securities will not be included in the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 6 will be to allow the Company to issue the Director Placement Securities to Mr Ahmad (or his nominee/s), raising $500,000 (before costs) for the Company.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and the Company will not receive the additional $500,000 (before costs) committed by Mr Ahmad.

10.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Securities:

(a) The Director Placement Securities will be issued to Mr Bilal Ahmad (or his nominee/s);

(b) Mr Ahmad falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Securities are issued to a nominee of Mr Bilal Ahmad, that nominee will fall into the category stipulated by Listing Rule 10.11.4.

(c) A maximum of 125,000,000 Director Placement Shares and 31,250,000 Director Placement Options will be issued to Mr Bilal Ahmad (and/or his respective nominees).

(d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue.

(e) The Director Placement Options will be exercisable at $0.008 each and expire 3 years from the date of issue and will otherwise be subject to the terms and conditions in Schedule 2. Shares issued upon exercise of Director Placement Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.

(f) The Director Placement Securities will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(g) The Director Placement Shares will be issued at $0.004 each, being the same issue price as other Placement Shares.

(h) The Director Placement Options are proposed to be issued for nil cash consideration as they are free-attaching to the Director Placement Shares. Accordingly, no funds will be raised from the issue of the Director Placement Options. Any funds raised upon exercise of the Director Placement Options will be used towards general working capital purposes.

(i) A summary of the intended use of funds raised from the Placement, including the issue of the Director Placement Shares is in Section 9.3(e) above. No additional funds will be raised by the issue of the Director Placement Options.

(j) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise Mr Ahmad.

(k) There are no other material terms to the proposed issue of the Director Placement Securities.

(l) A voting exclusion statement is included in the Notice.

10.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Securities constitutes giving a financial benefit to related parties of the Company. However, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Securities issued to non-related participants under the Placement and as such the giving of the financial benefit is on arm's length terms.

10.5 Additional information

Resolution 6 is an ordinary Resolution.

The Board (with Mr Bilal Ahmad abstaining) recommend that Shareholders vote in favour of Resolution 6.

11. Resolution 7 – Ratification of issue of Lead Manager Options

11.1 General

The background to the issue of the Lead Manager Options is set out in Section 8.1 above.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the prior issue of the Lead Manager Options.

11.2 Summary of Lead Manager Mandate

In March 2025, the Company entered into a mandate with the Lead Manager for the provision of lead managerial and bookrunner services in connection with the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to pay the following fees to the Lead Manager: (a) a capital raising fee of 6% of the gross amount raised under the Placement; and (b) the Lead Manager Options.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

11.3 Listing Rule 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 9.2 above.

The effect of Shareholders passing Resolution 7 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out under Listing Rule 7.1.

If Resolution 7 is passed, 11,000,000 Lead Manager Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, 11,000,000 Lead Manager Options will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue date.

11.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Lead Manager Options:

(a) The Lead Manager Options were issued to Sixty Two Capital Pty. Ltd. (or its nominee/s), who is not a related party. Mr Sufian Ahmad is a director of the Lead Manager and is a substantial holder of Shares.

(b) 11,000,000 Lead Manager Options were issued within the Company's available Listing Rule 7.1 placement capacity, without the need for prior Shareholder approval.

(c) The Lead Manager Options are exercisable at $0.008 each and expire on 23 April 2028 and are otherwise subject to the terms and conditions in Schedule 2.

Shares issued upon exercise of the Lead Manager Options will be fully paid ordinary Shares in the capital of the Company and will rank equally in all respects with the Company's then existing Shares on issue.

(d) The Lead Manager Options were issued on 24 April 2025.

(e) The Lead Manager Options were issued for nil cash consideration, as partial consideration for the Lead Manager providing lead managerial and bookrunner services in connection with the Placement. Accordingly, no funds will be raised from the issue of the Lead Manager Options.

(f) A summary of the material terms of the Lead Manager Mandate is in Section 11.2 above.

(g) A voting exclusion statement is included in the Notice.

11.5 Additional information

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

12. Resolution 8 - Approval of 10% Placement Facility (LR 7.1A)

12.1 Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 8 seeks Shareholder approval to provide the Company with the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 12.2(f) below). The 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 (refer to Section 12.2(c) below).

If Resolution 8 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 further Shareholder approval, subject to satisfying the requirements of the 10% Placement Facility ASX conditions.

If Resolution 8 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 under Listing Rule 7.1.

12.2 Listing Rule 7.1A

(a) Is the Company an eligible entity?

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 as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately $9.8 million, based on the closing price of Shares ($0.004) on 22 April 2025.

(b) What Equity Securities can be issued?

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

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities, being Shares.

(c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

Where:

A = is the number of Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares 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 Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

(1) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

(2) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(C) plus the number of fully paid Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:

(1) the agreement was entered into before the commencement of the Relevant Period; or

(2) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

(D) plus the number of partly paid Shares that became fully paid Shares in the Relevant Period;

(E) plus the number of fully paid Shares issued in the Relevant Period with approval under Listing Rules 7.1 and 7.4; and

(F) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity, and 'Relevant Period' has the relevant meaning given in Listing Rule 7.1 and 7.1A.2, namely, the 12 month-period immediately preceding the date of the issue or agreement.

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 to issue has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

(d) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) At what price can the Equity Securities be issued?

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per Equity Security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

(ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph 12.2(e)(i) above, the date on which the Equity Securities are issued, (**Minimum Issue Price**).

(f) When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of the Meeting and will expire on the earlier of:

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

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

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

(**10% Placement Period**).

(g) What is the effect of Resolution 8?

The effect of Resolution 8 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

12.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the proposed approval of the 10% Placement Facility:

(a) Final date for issue

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 12.2(f) above).

(b) Minimum price at which equity securities may be issued

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 12.2(e) above).

(c) Purposes for issues under the 10% Placement Facility

The Company may issue Equity Securities under the 10% Placement Facility for cash consideration only, and the Company intends to apply any funds raised under such an issue to exploration, evaluation and development of the Company's existing projects, project generation, acquisition of new assets (including expenses associated with such an acquisition) and general working capital.

(d) Risk of economic and voting dilution

Shareholders should note that there is a risk that:

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

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of convertible securities only if those convertible securities are converted into Shares).

The table below shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule

7.1A.2 (see Section 12.2(c) above) as at the date of this Notice (**Variable A**), with:

(i) two examples where Variable A has increased, by 50% and 100%; and

(ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Shares (Variable A in Listing Rule 7.1A.2)	Issue price per Share	Dilution $0.002 50% decrease in Current Market Price	Dilution $0.004 Current Market Price	Dilution $0.008 100% increase in Current Market Price
2,614,221,247 Shares, Variable A	10% Voting Dilution	261,422,125	261,422,125	261,422,125
	Funds raised	$522,844	$1,045,688	$2,091,377
3,921,331,871 Shares, 50% increase in Variable A	10% Voting Dilution	392,133,187	392,133,187	392,133,187
	Funds raised	$784,266	$1,568,533	$3,137,065
5,228,442,494 Shares, 100% increase in Variable A	10% Voting Dilution	522,844,249	522,844,249	522,844,249
	Funds raised	$1,045,688	$2,091,377	$4,182,754

Notes:

1. The table has been prepared on the following assumptions:

   (a) The issue price is the current market price ($0.004), being the closing price of the Shares on ASX on 22 April 2025, being the latest practicable date before this Notice was signed.

   (b) Variable A comprises of 2,614,221,247 existing Shares on issue as at the date of this Notice, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4.

   (c) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

   (d) No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

   (e) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. 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.

2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

3. 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 table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;

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

(iii) financial situation and solvency of the Company; and

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

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not related parties of or associates of a related party of the Company.

(f) Issues in the past 12 months

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2024 annual general meeting.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 196,368,356 Shares under Listing Rule 7.1A.

General	
Date of issue	19 November 2024
Number of Equity Securities issued	196,368,356 representing ~11% of the total number of Shares on issue at the commencement of that 12 month period.
Class of Equity Securities Issued	Ordinary fully paid shares
Basis upon which allottees were identified	The Shares were issued to a range of sophisticated and professional investors, none of whom were a related party of the Company.
Shareholder Approval	Shareholder ratification was received on 16 January 2025.
Pricing	
Issue price	AUD$0.0062
Discount to closing market price on date of issue (if any)	22.5%
Consideration and use of funds	
Total cash consideration received	$1,217,483.81
Amount of cash consideration spent as at the date of this Notice and purpose of spending	Approximately $785k. Funds raised from the placement have been used to advance activities at the Halls Peak Antimony Project, drilling activities targeting the Northern Prospects and the Eastern zone of the Mavis Lake Main Project and general working capital.
Intended use of remaining cash consideration (if any)	As above.

At the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

12.4 Board recommendation

Resolution 8 is a **special** resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board considers that it would be beneficial to have the optionality afforded by Listing Rule 7.1A, should the need arise, and therefore recommends that Shareholders vote in favour of Resolution 8.

13. Resolution 9 – Renewal of Employee Securities Incentive Plan

13.1 Background

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the material terms of the Plan of which is in Schedule 3. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

The Company has issued 27,400,000 Equity Securities under the Plan since it received Shareholder approval for the issue of up to 74,500,000 Equity Securities under the Plan in reliance of Listing Rule 7.2, exception 13 at the

Company's general meeting held on 15 December 2022. Of the Securities issued under the Plan, 20,100,000 Securities have lapsed unexercised. In addition, this approval is set to expire in accordance with Listing Rule 7.2, exception 13 on 15 December 2025.

For the reasons set out above, the Company is seeking renewed approval at this Meeting to increase the maximum number of new Equity Securities that can be issued under the Plan in the 3 years from the date of the AGM, in reliance of Listing Rule 7.2, exception 13 (b) to 150,000,000.

13.2 ASX Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Shareholders approve Resolution 9, the Company will be able to issue up to 150,000,000 Equity Securities (approximately 5% of current Securities on issue) under the Plan to eligible participants over a period of 3 years from the date of the AGM. The issue of those Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Shareholders do not approve Resolution 9, the Company will not be able to issue up to 150,000,000 Equity Securities under the Plan to eligible participants over a period of three years up to a nominated maximum amount pursuant to Listing Rule 7.2, exception 13(b), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

13.3 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

(a) A summary of the material terms of the Plan is in Schedule 3.

(b) Since the Plan was last approved by Shareholders on 15 December 2022, the Company has issued the following Equity Securities under the terms of the Plan:

Number	Equity Security	Issue date
14,000,000	Performance Rights	13 Jan 2023
6,000,000	Performance Rights	31 Mar 2023
500,000	Ordinary Shares	6 Oct 2023
4,400,000	Performance Rights	30 Nov 2023
2,500,000	Ordinary Shares	4 Jun 2024

(c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 9 shall not exceed 150,000,000 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules).

The maximum number of Equity Securities is not intended to be a prediction of the actual number to be issued under the Plan but is specified for the purpose of setting a ceiling in accordance with Listing Rule 7.2 exception 13(b). It is not envisaged that the maximum number of Equity Securities for which approval is obtained will be issued immediately.

(d) A voting exclusion statement is included in the Notice.

13.4 Board recommendation

Resolution 9 is an ordinary Resolution.

Given the interest in the Board in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 12.1.

10% Placement Period has the meaning given in Section 12.2(f).

2024 AGM has the meaning given in Section 3.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2024.

Article means an article of the Constitution.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Annual Report.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

BDO Audit means BDO Audit Pty Ltd (ACN 134 022 870).

BDO WA means BDO Audit (WA) Pty Ltd (ACN 112 284 787).

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

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

Company means Critical Resources Limited (ACN 145 184 667).

Constitution means the constitution of the Company as at the date of the Meeting.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or modified from time to time.

Director means a director of the Company.

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

Director Placement Options has the meaning given in Section 8.1.

Director Placement Securities has the meaning given in Section 8.1.

Director Placement Shares has the meaning given in Section 8.1.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report contained in the Annual Report.

Lead Manager means and Sixty Two Capital Pty. Ltd. (ACN 611 480 169).

Lead Manager Mandate has the meaning giving in Section 11.2.

Lead Manager Options has the meaning giving in Section 8.1.

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.

Market Price means the published closing price of the Shares on the ASX market on the date of issue of the relevant Shares.

Material Investor means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above; who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting has the meaning given in the introductory paragraph of the Notice.

Minimum Issue Price has the meaning given in Section 12.2(e).

Notice means this notice of annual general meeting.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share in the capital of the Company subject to the satisfaction of performance milestone.

Placement has the meaning given in Section 8.1.

Placement Options has the meaning giving in Section 8.1.

Placement Participants has the meaning given in Section 9.3.

Placement Securities has the meaning given in Section 8.1.

Placement Shares has the meaning giving in Section 8.1.

Plan means the employee securities incentive plan of the Company entitled 'Critical Resources Limited Employee Securities Incentive Plan'.

Proxy Form means the proxy form made available with this Notice.

Remuneration Report means the remuneration report of the Company contained in the Annual Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a Section of this Notice.

Securities means any Equity Securities of the Company (including Shares, Options and/or Performance Rights)

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

Shareholder means the holder of a Share.

Strike has the meaning given in Section 4.1.

Trading Day has the meaning given in the Listing Rules.

Variable A has the meaning given in Section 12.3(d).

VWAP means volume weighted average market price.

Schedule 1 – Nomination of Auditor

13 April 2025

The Board of Directors
Critical Resources Ltd
Level 45, 108 St Georges Terrace
Perth WA 6000

Dear Directors

Nomination of Auditor

In accordance with the provision of section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), I, Bilal Ahmad, being a shareholder of Critical Resources Limited (Company), hereby nominate BDO Audit Pty Ltd to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely



Dr Bilal Ahmad

Schedule 2 –Terms and Conditions of Placement Options, Director Placement Options and Lead Manager Options

The terms and conditions of the Placement Options (which, for the avoidance of doubt, includes the Placement Options and Director Placement Options) and Lead Manager Options (in this Schedule, referred to as **Options**) are as follows:

1. (**Entitlement**): Each Option gives the holder the right to subscribe for one Share.
2. (**Expiry Date**): The Options will expire at 5:00pm (AWST) on 23 April 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. (**Exercise Price**): The amount payable upon exercise of each Option is $0.008 per Option (**Exercise Price**).
4. (**Exercise**): A holder may exercise their Options by lodging with the Company, before the Expiry Date:
   (a) a written notice of exercise of Options specifying the number of Options being exercised; and
   (b) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
5. (**Exercise Notice**): An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 62,500 must be exercised on each occasion.
6. (**Timing of issue of Shares on exercise**): As soon as practicable after the valid exercise of an Option, the Company will:
   (a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
   (b) issue a substitute certificate for any remaining unexercised Options held by the holder;
   (c) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
   (d) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules.

   If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Shares during the period of such restriction from trading.
7. (**Transferability**): The Options are not transferable.
8. **(Ranking of Shares)**: All Shares issued upon the exercise of the Options will upon issue rank equally in all respects with the then issued Shares.
9. (**Quotation**): The Company will not apply for quotation of the Options on ASX.
10. (**Adjustments for reorganisation**): If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
11. (**Dividend rights**): An Option does not entitle the holder to any dividends.
12. (**Voting rights**): An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
13. (**Entitlements and bonus issues**): Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
14. (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
   (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder

had exercised the Option before the record date for the bonus issue; and

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

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

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

17. (**Takeovers prohibition**):

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

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

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

19. (**Amendments required by ASX**): The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

20. (**Constitution**): Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.

Schedule 3 – Summary of material terms of the Plan

A summary of the material terms and conditions of the Plan is set out below:

(a) (**Eligible Participant**): Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time and is an "ESS participant" (as that term is defined in Division 1A) in relation to the Company or an associated entity of the Company. This relevantly includes, amongst others:

(i) an employee or director of the Company or an individual who provides services to the Company;

(ii) an employee or director of an associated entity of the Company or an individual who provides services to such an associated entity;

(iii) a prospective person to whom paragraphs (i) or (ii) apply;

(iv) a person prescribed by the relevant regulations for such purposes; or

(v) certain related persons on behalf of the participants described in paragraphs (i) to (iv) (inclusive).

(b) (**Maximum allocation**) The Company must not make an offer of Securities under the Plan in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

(i) the total number of Plan Shares (as defined in paragraph (m) below) that may be issued or acquired upon exercise of the convertible securities offered; plus

(ii) the total number of Plan Shares issued or that may be issued as a result of offers made under the Plan at any time during the previous 3 year period,

would exceed 5% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

The maximum number of equity securities proposed to be issued under the Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

The Company will require prior Shareholder approval for the acquisition of equity securities under the Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders.

(c) (**Purpose**): The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(d) (**Plan administration**): The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

(e) (**Eligibility, invitation and application**): The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a

completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

(f) (**Grant of Securities**): The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(g) (**Terms of Convertible Securities**): Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(h) (**Vesting of Convertible Securities**): Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(i) (**Exercise of Convertible Securities and cashless exercise**): To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

At the time of exercise of the Convertible Securities, and subject to Board approval, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(j) (**Delivery of Shares on exercise of Convertible Securities**): As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(k) (**Forfeiture of Convertible Securities**): Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(l) (**Change of control**): If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(m) (**Rights attaching to Plan Shares**): All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(n) (**Disposal restrictions on Securities**): If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

(o) (**Adjustment of Convertible Securities**): If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(p) (**Participation in new issues**): There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(q) (**Amendment of Plan**): Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the

Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(r) (**Plan duration**): The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

CRITICAL RESOURCES LIMITED
ABN 12 145 184 667

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)

Online:
www.investorcentre.com/contact

CRR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Critical Resources Limited Annual General Meeting

The Critical Resources Limited Annual General Meeting will be held on Friday, 30 May 2025 at 11:00am (AWST). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AWST) on Wednesday, 28 May 2025.

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia 6000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Critical Resources Limited

CRITICAL RESOURCES LIMITED
ABN 12 145 184 667

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)

Online:
www.investorcentre.com/contact

CRR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 28 May 2025.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 I N D

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Critical Resources Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Critical Resources Limited to be held at the Boorloo Meeting Room, Ground Floor, 108 St Georges Terrace, Perth, Western Australia 6000 on Friday, 30 May 2025 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 & 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 & 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 & 9 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Election of Director – Mr Bilal Ahmad	☐	☐	☐
Resolution 3	Election of Director – Mr Joshua Gordon	☐	☐	☐
Resolution 4	Appointment of Auditor	☐	☐	☐
Resolution 5	Ratification of issue of Placement Securities	☐	☐	☐
Resolution 6	Approval to issue Director Placement Securities	☐	☐	☐
Resolution 7	Ratification of issue of Lead Manager Options	☐	☐	☐
Resolution 8	Approval of 10% Placement Facility (LR 7.1A)	☐	☐	☐
Resolution 9	Renewal of Employee Securities Incentive Plan	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	**Securityholder 2**	**Securityholder 3**	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Computershare