CHARIOT CORPORATION LTD
ACN 637 559 847
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 1:00pm (WST)

DATE: Wednesday, 26 November 2025

PLACE: Level 5, 191 St Georges Terrace, Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 24 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO CONTINENTAL

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 24,000,000 Shares to Continental (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FIRST PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 22,108,072 Shares to First Placement Participants on the terms and conditions set out in the Explanatory Statement."*

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FIRST PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1A

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 9,891,928 Shares to First Placement Participants on the terms and conditions set out in the Explanatory Statement."*

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO FIRST PLACEMENT PARTICIPANTS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 16,000,000 Options to First Placement Participants on the terms and conditions set out in the Explanatory Statement."*

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO OBSIDIAN UNDER LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares to Obsidian on the terms and conditions set out in the Explanatory Statement."*

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MAX WEALTHY INTERNATIONAL UNDER LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 750,000 Shares to Max Wealthy International on the terms and conditions set out in the Explanatory Statement."*

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTORS' FEES – SHANTHAR PATHMANATHAN

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,619,143 Shares to Shanthar Pathmanathan (or his nominee(s)) in lieu of his accrued director fees owing as at 25 July 2025 and on the terms and conditions, set out in the Explanatory Statement."*

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTORS' FEES – NEIL STUART

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 413,649 Shares to Neil Stuart (or his nominee(s)) in lieu of his accrued director fees owing as at 25 July 2025 and on the terms and conditions set out in the Explanatory Statement."*

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTORS' FEES – FREDERICK FORNI

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,516,712 Shares to Frederick Forni (or his nominee(s)) in lieu of his accrued director fees owing as at 25 July 2025 and on the terms and conditions set out in the Explanatory Statement."*

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES IN LIEU OF CONSULTANCY FEES – RAMESH CHAKRAPANI

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,125,063 Shares to Ramesh Chakrapani (or his nominee(s)) in lieu of his accrued consultancy fees owing as at 25 July 2025 on the terms and conditions set out in the Explanatory Statement."*

12. RESOLUTION 12 – APPROVAL TO INCREASE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

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

> *"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to increase the maximum number of Securities that may be issued under the Company's Employee Incentive Securities Plan to 30,000,000 Securities, on the terms and conditions set out in the Explanatory Statement."*

13. RESOLUTION 13 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – SHANTHAR PATHMANATHAN

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 10,250,000 Performance Rights to Shanthar Pathmanathan (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

14. RESOLUTION 14 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR - BRENDAN BORG

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 4,500,000 Performance Rights to Brendan Borg (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

15. RESOLUTION 15 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR - FREDERICK FORNI

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

> *"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 4,250,000 Performance Rights to Frederick Forni (or his nominee(s)) under the Incentive Plan on the terms and conditions set out in the Explanatory Statement."*

16. RESOLUTION 16 – AMENDMENT TO CONSTITUTION

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

> *"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution to include a new clause setting the issue cap for issues of Securities under the Employee Incentive Securities Plan to 20% of the issued capital of the Company for the purposes of section 1100V(2) of the Corporations Act."*

17. RESOLUTION 17 – APPROVAL TO ISSUE OPTIONS TO GAM

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 9,000,000 Options to GAM (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

18. RESOLUTION 18 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ELK POINT MINERALS UNDER LISTING RULE 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 142,858 Shares to Elk Point Minerals (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

19. RESOLUTION 19 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SECOND PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1A

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,700,000 Shares to Second Placement Participants on the terms and conditions set out in the Explanatory Statement."*

20. RESOLUTION 20 – APPROVAL TO ISSUE OPTIONS TO SECOND PLACEMENT PARTICIPANTS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,350,000 Options to Second Placement Participants on the terms and conditions set out in the Explanatory Statement."*

21. RESOLUTION 21 – CHANGE OF COMPANY NAME

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

> *"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to **Chariot Resources Ltd**."*

22. RESOLUTION 22 – APPROVAL TO ISSUE OPTIONS TO SOUTHERN CROSS FINANCIAL

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,872,500 Options Southern Cross Financial (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

23. RESOLUTION 23 – APPROVAL TO ISSUE OPTIONS TO RAJAT DEWAN

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 801,250 Options to Rajat Dewan (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

24. RESOLUTION 24 – APPROVAL TO ISSUE OPTIONS TO AJAIB DHILLON

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 450,000 Options to Ajaib Dhillon (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

25. RESOLUTION 25 – APPROVAL TO ISSUE OPTIONS TO PARADISE BAY INTERNATIONAL

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Options Paradise Bay International (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

Dated: 17 October 2025

Voting Prohibition Statements

Resolution 8 - Approval to issue Shares in lieu of Directors' fees – Shanthar Pathmanathan	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 8 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 9 - Approval to issue Shares in lieu of Directors' fees – Neil Stuart	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 9 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 10 - Approval to issue Shares in lieu of Directors' Fees – Frederick Forni	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 12 - Approval to increase maximum securities under the Company's Employee Incentive Securities Plan	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 13 – Issue of Performance Rights to Director – Shanthar Pathmanathan	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 13 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 13 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if: (c) the proxy is the Chair; and (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 14 – Issue of Performance Rights to Director – Brendan Borg	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 14 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 14 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 14 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 15 – Issue of Performance Rights to Director – Frederick Forni	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 15 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 15 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 15 Excluded Party, the above prohibition does not apply if:

	(a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1 – Approval to issue Shares to Continental	Continental (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Ratification of prior issue of Shares to First Placement Participants under Listing Rule 7.1	Any person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Shares to First Placement Participants under Listing Rule 7.1A	Any person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to issue Options to First Placement Participants	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Options	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 6 – Ratification of prior issue of Shares to Obsidian under Listing Rule 7.1	Obsidian or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 7 – Ratification of prior issue of Shares to Max Wealthy International under Listing Rule 7.1	Max Wealthy International or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 8 - Approval to issue Shares in lieu of Directors' fees – Shanthar Pathmanathan	Shanthar Pathmanathan (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 9 - Approval to issue Shares in lieu of Directors' fees – Neil Stuart	Neil Stuart (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 10 - Approval to issue Shares in lieu of Directors' Fees – Frederick Forni	Frederick Forni (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 11 - Approval to issue Shares in lieu of Consultancy Fees - Ramesh Chakrapani	Ramesh Chakrapani (or his nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 12– Approval to increase maximum securities under the Company's Employee Incentive Securities Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 13 – Issue of Performance Rights to Director – Shanthar Pathmanathan	Shanthar Pathmanathan (or his nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 14 – Issue of Performance Rights to Director – Brendan Borg	Brendan Borg (or his nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 15 – Issue of Performance Rights to Director – Frederick Forni	Frederick Forni (or his nominee(s)) or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Resolution 17 – Approval to issue Options to GAM	GAM (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or

	an associate of that person (or those persons).
Resolution 18 – Ratification of prior issue of Shares to ELK POINT MINERALS under Listing Rule 7.1	Elk Point Minerals (or its nominee(s)) or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 19 – Ratification of prior issue of Shares to Second Placement Participants under Listing Rule 7.1A	Any person who participated in the issue or an associate of that person or those persons.
Resolution 20 – Approval to issue Options to Second Placement Participants	Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 22– Approval to issue Options to Southern Cross Financial	Southern Cross Financial (or their nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 23 – Approval to issue Options to Rajat Dewan	Rajat Dewan (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 24 – Approval to issue Options to Ajaib Dhillon	Ajaib Dhillon (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 25 – Approval to issue Options to Paradise Bay International	Paradise Bay International (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

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

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

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

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS

1.1 Acquisition

As announced on 10 July 2025, the Company has entered into a binding share sale agreement (**SSA**) to acquire a 66.7% interest in a portfolio of Nigerian hard-rock lithium projects (the **Acquisition**) from Continental Lithium Limited (a company incorporated in Nigeria) (**Continental**).

The portfolio comprises four project clusters - Fonlo, Gbugbu, Iganna, and Saki - located across Nigeria's Oyo and Kwara States and includes 8 exploration licences and 2 small-scale mining leases (collectively, the **Licences**).

The Licences will be transferred to a newly established joint venture entity, C&C Minerals Limited (**C&C Minerals**), which will be 66.7% owned and controlled by the Company with Continental holding the remaining 33.3% interest.

A summary of the material terms of the SSA is set out in the table below.

Cash Consideration	US$1,500,000 to Continental as part consideration for the Acquisition, comprising: (a) US$150,000, which was paid upon signing as a non-refundable deposit; and (b) US$350,000 payable at settlement of the Acquisition. In addition, the Company will make two deferred cash payments of US$500,000 each, with one due on 31 December 2025 and the other on 31 December 2026.
Share Consideration	The Company will also issue a total of 42,000,000 Shares to Continental in the following tranches; (a) 24,000,000 Shares will be issued on completion of the Acquisition, subject to the Company obtaining shareholder approval (being the subject of Resolution 1) and a 12-month voluntary escrow period; and (b) 18,000,000 Shares will be issued on 31 December 2026, subject to the Nigerian licenses remaining in good standing, the Company obtaining shareholder approval and a 12-month voluntary escrow period. Shareholder approval for this issue will be sought at a later date.
Conditions Precedent	Settlement of the Acquisition is conditional on: (a) Continental having duly established and incorporated C&C Minerals in accordance with the laws of its jurisdiction of incorporation; (b) completion of financial, legal and technical due diligence by the Company on C&C Minerals and the Licences to its absolute satisfaction; (c) the parties entering into a shareholders' agreement governing the ownership, management and operation of C&C Minerals, including the rights and obligations of the shareholders; (d) Shareholders approving the issue of the Shares (being the subject of Resolution 1); and (e) the parties obtaining all necessary third-party or regulatory consents and/or approvals required to complete the Acquisition.

The SSA otherwise contains provisions considered standard for an agreement of its nature.

1.2 Placements

(a) **First Placement**

On 15 July 2025, the Company announced that it had received firm commitments from professional and sophisticated investors (**First Placement Participants**) for a placement of 32,000,000 Shares at $0.05 per Share to raise approximately $1,600,000 (before costs) (**First Placement**).

The First Placement Participants are entitled to one free attaching Option for every two Shares subscribed for and issued under the First Placement, exercisable at $0.10 and expiring on the date that is 3 years from the date of issue, subject to Shareholder approval (being the subject of Resolution 4).

On 21 July 2025, the Company issued 22,108,072 Shares pursuant to the Company's placement capacity under Listing Rule 7.1. The balance of the Shares, being 9,891,928 Shares, were issued on the same day using the Company's placement capacity under Listing Rule 7.1A.

Proceeds raised under the First Placement will be applied towards the Acquisition, landholding and mineral claims maintenance costs, exploration activities and corporate and administration costs.

(b) **Second Placement**

On 26 August 2025, the Company issued 4,700,000 Shares to professional and sophisticated investors (**Second Placement Participants**) on the same terms as the First Placement to raise approximately $235,000 (before costs) (**Second Placement**).

The Second Placement Participants are entitled to one free attaching Option for every two Shares subscribed for and issued under the Second Placement, exercisable at $0.10 and expiring on the date that is 3 years from the date of issue, subject to Shareholder approval (being the subject of Resolution 20).

Proceeds raised under the Second Placement will be applied towards the Acquisition, landholding and mineral claims maintenance costs, exploration activities and corporate and administration costs.

1.3 Lead Manager

The Company engaged GBA Capital Pty Ltd (**GBA Capital**) to act as lead manager to the First Placement and Second Placement (**GBA Capital Mandate**) on the following key terms.

Fees	The Company agreed to pay/issue to GBA Capital in consideration for lead manager services provided; (a) a cash management fee equal to 3% of the gross proceeds of the Placement; and (b) a 3% capital raising fee on funds raised by GBA Capital.
Right of First Refusal	GBA Capital holds the right of first refusal to be a lead manager to any future capital raisings conducted by the Company within 6 months from the date of the GBA Capital Mandate.

The GBA Capital Mandate otherwise contains provisions considered standard for an agreement of its nature.

1.4 Amendment of Obsidian Convertible Securities Agreement

On 3 June 2025, the Company announced that it had executed a letter of amendment (**Amendment Letter**) to the convertible securities and share placement agreement (**Convertible Securities Agreement**) with Obsidian Global GP, LLC (**Obsidian**) dated on or about 27 March 2025.

Pursuant to the Amendment Letter, Obsidian has agreed to extend the non-conversion and placement share deferral period from 1 June 2025 to 13 July 2025.

On 11 July 2025, the Company issued:

(a) 1,000,000 Shares to Obsidian as consideration for extending the non-conversion period; and

(b) 750,000 Shares to Max Wealthy International for the facilitation and negotiation of the non-conversion period extension,

pursuant to the Company's existing placement capacity under Listing Rule 7.1 in accordance with the Amendment Letter.

1.5 Working Capital Facility Agreement

On 10 July 2025, the Company announced that it had entered into a binding working capital facility agreement (**Facility Agreement**) with GAM Company Pty Ltd ATF The GAM 1 Trust (**GAM**) (the trustee of the loan facility) pursuant to which GAM agreed to make an unsecured loan facility of $880,000 available to the Company for the purposes of repayment of the convertible note facility with Obsidian Global GP, LLC announced by the Company on 27 March 2025, and for working capital purposes (**First Advance**).

On 27 August 2025, the Company announced that it had subsequently entered into an amended and restated version of the Facility Agreement (**Amended and Restated Facility Agreement**) with GAM pursuant to which GAM agreed to make an additional unsecured advance of up to $852,000 to the Company (**Second Advance**).

The material terms of the Amended and Restated Facility Agreement are set out in the table below.

Drawdown	The Company can draw down on: (a) the First Advance at any time on or before the date that is six months from the date of the Facility Agreement; and (b) the Second Advance at any time from the date of the Amended and Restated Facility Agreement until the date that is six months from the date of the Amended and Restated Facility Agreement, (**Availability Period**). The First Advance was drawn down in full on 11 July 2025 and excluded certain fees that were withheld. The Second Advance was drawn down in full on 28 August 2025 and excluded certain fees that were withheld.
Interest	Interest of $79,200 and $144,000 is payable on the First Advance and the Second Advance, respectively, and is payable upfront, on draw down. GAM is entitled to withhold an equivalent amount of the interest payment from the funds advanced to the Company on draw down. Default interest of 3% per annum is payable on amounts overdue under the Facility Agreement.
Repayment	The First Advance and the Second Advance are repayable (in full) on the last day of their respective Availability Period (**Repayment Date**), or on such earlier date at the election of the Company. Notwithstanding the above, if the Company completes an equity capital raising at any time before the Repayment Date, the Company must apply not less than 20% of the proceeds of the equity capital raising to prepay or repay (as applicable) the then outstanding balance of the loan, unless otherwise directed by GAM.
Fees	The Company has agreed to pay GAM the following arrangement fees:

	(a) $58,080 (plus GST) in consideration for advancing the First Advance; (b) $64,000 (plus GST) in consideration for advancing the Second Advance; and (c) $15,000 worth of Shares (being a total of 142,858 Shares) calculated based on the closing price of Shares immediately prior to the date of the Amended and Restated Facility Agreement. The Company has also agreed to pay GAM's legal fees up to a maximum of $9,500. GAM has withheld $7,500 from the funds advanced to the Company under the First Advance and $2,000 from the funds advanced to the Company under the Second Advance for these purposes.
Loan Options	The Company has also agreed to issue GAM (or its nominee(s)) 9,000,000 Options on the same terms as the Options issued under the Placement, as soon as reasonably practicable after the date of the Facility Agreement and in any event no later than 12 weeks after the date of the Facility Agreement and subject to Shareholder approval (being the subject of Resolution 17). In the event that shareholder approval for the Options is not obtained, the Company shall be required to cash-settle the issue of the Options by making a payment in immediately available funds to GAM equal to the higher of: (a) $0.0131 per Option; and (b) the Black-Scholes value of the Options as at the date that is twelve weeks from the date of the Facility Agreement.

The Amended and Restated Facility Agreement otherwise contains terms and conditions considered customary for an agreement of its type, including representations and warranties, negative covenants and events of default.

2. RESOLUTION 1 – APPROVAL TO ISSUE SHARES TO CONTINENTAL

2.1 General

As set out in Section 1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 24,000,000 Shares to Continental in consideration for the Acquisition.

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 proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

2.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Further, the issue of these Shares is a condition precedent to completion of the Acquisition and if the issue is not approved by Shareholders, there is a risk that the Acquisition will not proceed if the Company is unable to negotiate an alternative form of consideration.

2.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares will be issued to Continental (or its nominee(s)).
Number of Securities and class to be issued	24,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares on settlement of the Acquisition (which is set to occur on the date which is 5 business days following the satisfaction (or waiver) of all condition's precedent. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a nil issue price, in consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the SSA.
Summary of material terms of agreement to issue	The Shares are being issued under the SSA, a summary of the material terms of which is set out in Section 1.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3. RESOLUTION 2 AND 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FIRST PLACEMENT PARTICIPANTS UNDER LISTING RULES 7.1 AND 7.1A

3.1 General

As set out in Section 1.2, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 of the issue of an aggregate of 32,000,000 Shares to the First Placement Participants.

On 21 July 2025, 22,108,072 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 9,891,928 Shares (being, the subject of Resolution 3) were issued pursuant to the Company's placement capacity under Listing Rule 7.1A.

3.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in

Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

3.3 Listing Rule 7.4

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

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

3.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Shares were issued to the First Placement Participants who were identified through a bookbuild process, which involved the Company and the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	32,000,000 Shares were issued on the following basis: (a) 22,108,072 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and (b) 9,891,928 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The Shares were issued on 21 July 2025.
Price or other consideration the Company received for the Securities	$0.05 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.

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

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS TO FIRST PLACEMENT PARTICIPANTS

4.1 General

As set out in Section 1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 16,000,000 Options to the First Placement Participants. The Options will be issued for nil consideration as they are free attaching to the Shares issued under the First Placement on a 1:2 basis. The Options will be exercisable at $0.10 each on or before the date that is 3 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Options will be issued to the First Placement Participants free-attaching to the Shares issued under the First Placement on a 1:2 basis. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	16,000,00 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued for nil consideration as they are free-attaching to the Shares issued under the First Placement on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	No funds will be raised through the issue of the Options as the Options are being offered free-attaching to the Shares issued under the First Placement on a 1:2 basis.
Voting exclusion	A voting exclusion statement applies to this Resolution.

REQUIRED INFORMATION	DETAILS
statement	

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS

5.1 General

As set out in Section 1.3, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,000,000 Options to the following nominees of GBA Capital:

(a) 4,000,000 Options to Paradise Bay International (and/or its nominees); and

(b) 1,000,000 Options to Brendan David Sullivan,

in consideration for lead manager services provided by GBA Capital under the First Placement.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

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

5.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 3.3 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue and the Company may be required to settle the obligation by cash payment.

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The proposed recipients of the Securities are set out in Section .5.1.
Number of Securities and class to be issued	5,000,000 Options will be issued as set out in Section .5.1.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for services provided by GBA Capital in relation to the First Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to compensate GBA Capital for its services in relation to the First Placement.
Summary of material terms of agreement to issue	The Options are not being issued under a formal agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1

6.1 General

As set out in Section 1.4, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of:

(a) 1,000,000 Shares to Obsidian as consideration for extending the non-conversion period; and

(b) 750,000 Shares to Max Wealthy International for the facilitation and negotiation of the non-conversion period extension,

which were issued by the Company on 11 July 2025 pursuant to its existing capacity under Listing Rule 7.1.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

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

6.3 Listing Rule 7.4

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

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

6.4 Technical information required by Listing Rule 14.1A

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

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

6.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Obsidian (1,000,000 Shares) and Max Wealthy International (750,000 Shares).
Number and class of Securities issued	1,750,000 Shares were issued, comprising: (a) 1,000,000 Shares to Obsidian (ratification of which is sought under Resolution 6); and (b) 750,000 Shares to Max Wealthy International (ratification of which is sought under Resolution 7).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	11 July 2025.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for Obsidian extending the non-conversion period and Max Wealthy International facilitating and negotiating the non-conversion period extension.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.4 for details of the proposed issue.
Summary of material terms of agreement to issue	The Shares were issued under the Amendment Letter, a summary of the material terms of which is set out in Section 1.4.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

7. RESOLUTIONS 8 TO 10 – APPROVAL TO ISSUE SHARES TO DIRECTORS' IN LIEU OF PAYMENT OF DIRECTORS' FEES

7.1 Backrgound

On 14 April 2025, as part of the Company's ongoing efforts to preserve its cash reserves, the Company agreed to vary the existing agreements with each of its Directors at the time (being Shanthar Pathmanathan, Frederick Forni and Neil Stuart) (together, the **Director Variation Letters**). The variations provide for the issue of Shares in lieu of all or some of their accrued and ongoing, but unpaid, director fees, subject to Shareholder approval, as follows:

(a) receive Shares in satisfaction of 100% of their accrued and owing director fees for the period commencing 1 December 2024 to 31 March 2025; and

(b) from the period from 1 April 2025 to 1 August 2025, to receive their ongoing directors' fees in accordance with the below:

  (i) a cash component equal to one third of their monthly director fee amount; and

  (ii) the remaining two thirds will be accrued and settled in Shares.

Neil Stuart resigned from the Board effective 8 September 2025. The accrual period, being 1 December 2024 to 25 July 2025, contemplates the outstanding directors' fees owed to Neil Stuart in his capacity as a former director of the Company. Accordingly, under Section 228(5) of the Corporations Act, Neil Stuart, having been a Director of the Company in the 6 months preceding the date of the Meeting, is considered a related party for the purposes of Listing Rule 10.11.1.

The number of Shares to be issued to each of Shanthar Pathmanathan, Frederick Forni and Neil Stuart, is calculated monthly, based on the dollar value of director fees accrued and outstanding for that month, divided by the volume weighted average market price (**VWAP**) of Shares traded on the ASX over the 10 trading days immediately prior to the end of the relevant month.

Accordingly, Resolutions 8 to 10 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 3,549,504 Shares to Shanthar Pathmanathan, Frederick Forni and Neil Stuart (or their respective nominees) on the terms and conditions set out above in lieu of accrued director fees.

Further details in respect of issue are set out in the table below:

DIRECTOR	RESOLUTION	DIRECTOR'S FEE / SALARY		SHARES
		$	ACCRUAL PERIOD	
Shanthar Pathmanathan	8	$122,969	1 December 2024 - 25 July 2025	1,619,143
Neil Stuart[1]	9	$33,333		413,649
Frederick Forni	10	$122,222		1,516,712
Total		**$278,525**		**3,549,504**

Notes

1. Resigned as a Director on 8 September 2025.

7.2 Director Recommendation

Shanthar Pathmanathan and Frederick Forni eachhave a material personal interest in the outcome of these Resolutions on the basis that they (or their respective nominees) are to be issued Shares should these Resolutions be passed. For this reason, each of Shanthar Pathmanathan and Frederick Forni do not believe that it is appropriate to make a recommendation on these Resolutions.

Mr Brendan Borg recommends that Shareholders vote in favour of these Resolutions.

7.3 Chapter 2E of the Corporations Act

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

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

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

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

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director (in the case of Shanthar Pathmanathan and Frederick Forni) or former Director (in the case of Mr Stuart).

As two of the three current Directors (Mr Pathmanathan and Mr Forni) are proposed to participate in the issue the Board is not able to form a quorum to consider whether any of the exceptions in sections 210 to 216 of the Corporations Act apply.

Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

7.4 Listing Rule 10.11

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

10.11.1 a related party;

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

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

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

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

7.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of Shares to the Directors' or Neil Stuart as a former Director, in lieu of accrued director fees and will need to satisfy payment of these fees out of the Company's cash reserves.

7.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	The proposed recipients of the Shares are set out in Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director or a former Director. Any nominees of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 7.1 above.
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares 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).
Price or other consideration the Company will receive for the Shares	The Shares are being issued in lieu of accrued director fees owing to the recipients at a deemed issue which was determined based on the dollar value of director fees accrued and outstanding for that month, divided by the VWAP of Shares traded on the ASX over the 10 trading days immediately prior to the end of the relevant month.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued director's fees owed to the recipients for the periods outlined in Section 7.1 above.
Consideration of type and quantum of Security to be issued	The issue price of the Shares was determined based on the dollar value of director fees accrued and outstanding for that month, divided by the VWAP of Shares traded on the ASX over the 10 trading days immediately prior to the end of the relevant month. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: **DIRECTOR** / **PREVIOUS YEAR ENDED 31 DECEMBER 2024** / **CURRENT YEAR ENDING 31 DECEMBER 2025** Shanthar Pathmanathan / $310,933[1] / 310,000[4] Frederick Forni / $413,578[2] / 220,000[5] Neil Stuart[7] / $85,013[3] / 60,000[6] **Notes**: 1. Comprising Directors' fees/salary of $280,000, and a superannuation payment of $30,933 2. Comprising Directors' fees/salary of $292,002, and a share based payment of $121,576 3. Comprising Directors' fees/salary of $60,000, and a share based payment of $25,013. 4. Comprising Directors' fees/salary of $280,000 and superannuation of $30,000. 5. Comprising Directors' fees/salary of $220,000. 6. Comprising Directors' fees/salary of $60,000. 7. Resigned 8 September 2025.
Valuation	The value of the Shares proposed to be issued is set out in the table at Section 7.1 and based on the dollar value of director fees accrued and outstanding for that month, divided by the VWAP of Shares traded on the ASX over the 10 trading days immediately prior to the end of the relevant month.
Summary of material	The Shares are being issued under the Director Variation

REQUIRED INFORMATION	DETAILS
terms of agreement to issue	Letters, a summary of the material terms of which is set out in Section 7.1.
Interest in Shares	The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below:

As at the date of this Notice

RECIPIENT	SHARES[1]	OPTIONS	PERFORMANCE RIGHTS
Shanthar Pathmanathan	29,370,101	Nil	Nil
Frederick Forni	2,526,607	250,000[2]	3,000,000[3]
Neil Stuart	430,000	Nil	1,000,000[4]

Post issue

RECIPIENT	SHARES[1]	OPTIONS	PERFORMANCE RIGHTS
Shanthar Pathmanathan	30,989,244	Nil	Nil
Frederick Forni	4,043,319	250,000	3,000,000
Neil Stuart	843,649	Nil	1,000,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX: CC9).
2. Comprising
   (a) 125,000 Unquoted Options exercisable at $0.30 each on or before 17 October 2025 (ASX: CC9AU); and
   (b) 125,000 Unquoted Options exercisable at $0.35 each on or before 17 October 2026 (ASX: CC9AV);
3. Comprising:
   (a) 500,000 Class B Performance Rights;
   (b) 1,000,000 Class C Performance Rights;
   (c) 1,000,000 Class D Performance Rights; and
   (d) 500,000 Class E Performance Rights.
4. Comprising:
   (a) 250,000 Class B Performance Rights;
   (b) 500,000 Class D Performance Rights; and
   (c) 250,000 Class E Performance Rights.

Dilution	If issue will increase the number of Shares on issue from 183,293,816 (being the total number of Shares on issue as at the date of this Notice) to 186,843,320 (assuming that no Shares are issued and no other convertible shares vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.90%, comprising 45.62% by Shanthar Pathmanathan, 42.73% by Frederick Forni and 11.65% by Neil Stuart.
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	PRICE	DATE
Highest	$0.325	26/09/2025
Lowest		21/07/2025
Last		

REQUIRED INFORMATION	DETAILS
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

8. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO CONSULTANT IN LIEU OF PAYMENT OF FEES OWED TO RAMESH CHAKRAPANI

8.1 Backrgound

On 14 April 2025, as part of the Company's ongoing efforts to preserve its cash reserves, the Company agreed to vary the existing consultancy agreement entered into with Ramesh Chakrapani (**Consultant Variation Letter**) pursuant to which the Company agreed to issue Mr Chakrapani Shares in lieu of all or some of his accrued and ongoing, but unpaid, consultancy fees, subject to Shareholder approval, as follows:

(a) receive Shares in satisfaction of 100% of his accrued and owing consultancy fees for the period commencing 1 January 2025 to 30 April 2025; and

(b) with effect from 1 May 2025 and until such time as the Company completes a capital raising of $3 million or more, to receive his ongoing consultancy fees in accordance with the below

  (i) a cash component equal to one third of their monthly consultancy fee amount; and

  (ii) the remaining two thirds will be accrued and settled in Shares.

The number of Shares to be issued to Ramesh Chakrapani will be calculated monthly, based on the dollar value of consultancy fees accrued and outstanding for that month, divided by the volume weighted average market price (**VWAP**) of Shares traded on the ASX over the 10 trading days immediately prior to the end of the relevant month.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 1,125,063 Shares in lieu of accrued fees owing for consultancy services provided by Ramesh Chakrapani as at 25 July 2025.

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. of Shares to Ramesh Chakrapani in lieu of accrued consultancy fees and will need to satisfy payment of these fees out of the Company's cash reserves.

8.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or	Ramesh Chakrapani.

REQUIRED INFORMATION	DETAILS
the basis on which those persons were or will be identified/selected	
Number of Securities and class to be issued	1,125,063 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares are being issued to Mr Chakrapani in lieu of accrued consultancy fees at a deemed issue price which has been calculated monthly, based on the dollar value of consultancy fees accrued and outstanding for that month, divided by the VWAP of Shares traded on the ASX over the 10 trading days immediately prior to the end of the relevant month. The Shares are being issued in lieu of cash fess payable, being $85,000, for consultancy services provided by Ramesh Chakrapani as at 25 July 2025.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Consultant Variation Letter.
Summary of material terms of agreement to issue	The Shares are being issued under the Consultant Variation Letter, a summary of the material terms of which is set out in Section 8.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 12 – APPROVAL TO INCREASE THE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE INCENTIVE PLAN

9.1 General

Upon being admitted the Official List on or around 23 August 2023 shareholders approved (**Previous Approval**) the adoption of the employee incentive scheme titles "Employee Incentive Securities Plan" (**Plan**) for the issue of up to a maximum of 8,250,460 securities under the Plan in accordance with Listing Rule 7.2 (Exception 13 (b)).

The Company has issued 1,950,000 securities under the Plan pursuant to the Previous Approval. This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) to increase the maximum number of securities that may be issued under the Plan to 30,000,000 securities.

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 3.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

9.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 9.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities.

9.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 4.
Number of Securities previously issued under the Plan	The Company has issued 1,950,000 Securities under the Plan since the Plan was last approved by Shareholders on 23 August 2023.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 30,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

10. RESOLUTIONS 13 TO 15 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTORS

10.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.14 for the issue of an aggregate of 14,250,000 Performance Rights to Shanthar Pathmanathan, Brendan Borg and Frederick Forni (or their respective nominees) pursuant to the Plan in the proportions set out below;

(a) Shanthar Pathmanathan will receive an aggregate of 10,250,000 Performance Rights (being the subject of Resolution 13) on the terms and conditions and subject to the milestones set out in Schedule 2;

(b) Brendan Borg will receive an aggregate of 4,500,000 Performance Rights (being the subject of Resolution 14) on the terms and conditions and subject to the milestones set out in Schedule 3; and

(c) Frederick Forni will receive an aggregate of 4,250,000 Performance Rights (being the subject of Resolution 15) on the terms and conditions and subject to the milestones set out in Schedule 3.

10.2 Director Recommendation

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

10.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 7.3 above.

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

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

10.4 Listing Rule 10.14

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

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

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

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

10.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolution are not passed, the Company will not be able to proceed with the issue.

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

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Performance Rights are set out in Section 10.1.
Categorisation under	Each of the proposed recipients falls within the category

REQUIRED INFORMATION	DETAILS
Listing Rule 10.14	set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Performance Rights may constitute 'associates' for the purposes of Listing Rule 10.14.2.
Number of Securities and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in Section 10.1.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedules 2 and Schedule 3.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 4.
Material terms of any loan	No loan is being made in connection with the acquisition of the Securities.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward their performance as Directors' and to provide cost effective remuneration to enable the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors'.
Consideration of type of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of Performance Rights has no immediate dilutionary impact on Shareholders; (b) the milestones attaching to the Performance Rights will align the interests of the recipient with those of Shareholders; (c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors'; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed.
Consideration of quantum of Securities to be issued	The number of Performance Rights to be issued has been determined based upon a consideration of:

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
(b) the remuneration of the proposed recipients; and
(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.
The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights upon the terms proposed.</td></tr>
<tr><td>Remuneration package</td><td>Refer to Section 7.6 for the remuneration package of Mr Shanthar Pathmanathan and Mr Frederick Forni.
The current total remuneration package for Brendan Borg is $60,000 (inclusive of superannuation).</td></tr>
<tr><td>Valuation</td><td>The Company will likely calculate the value of the benefit at the relevant time based on the above factors and using the underlying share price or appropriate model/s to value the Performance Rights. Based on the Share price as at 16 October 2025 and if all vesting conditions were satisfied, the value of the Shares issued in respect of the Performance Rights would be valued at:
(a) $2,357,500 for Shanthar Pathmanathan;
(b) $977,500 for Frederick Forni; and
(c) $1,035,000 for Bredan Borg,
(based on the underlying Share price of $0.230, being the closing price of a Share on ASX on 16 October 2025).;</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the proposed recipients in Securities as at the date of this Notice is set out in Section 7.6 and following completion of the issue of Performance Rights (excluding securities issued under any other Resolution pursuant to this Notice) are set out below:
Post issue
<table>
<tr><th>DIRECTOR</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>Shanthar Pathmanathan</td><td>29,370,101</td><td>Nil</td><td>10,250,000</td></tr>
<tr><td>Frederick Forni</td><td>2,526,607</td><td>250,000</td><td>6,750,000</td></tr>
<tr><td>Brendan Borg[1]</td><td>3,476,732</td><td>Nil</td><td>4,500,000</td></tr>
</table>
Notes
1. Appointed 15 August 2025.</td></tr>
<tr><td>Dilution</td><td>If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 14,250,000 Shares would be issued. This will increase the number of Shares on issue from 183,293,816 (being the total number of Shares on issue as at the date of this Notice) to 197,543,816 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be</td></tr>
</table>

REQUIRED INFORMATION	DETAILS
	diluted by an aggregate of 7.21%, comprising 3.80% by Shanthar Pathmanathan, 2.15% by Frederick Forni, and 1.27% by Brendan Borg.
Trading history	Refer to Section 7.6.
Securities previously issued to the recipient/(s) under the Plan	No Securities have been previously issued to the proposed recipients under the Plan.
Additional Information	Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

11. RESOLUTION 16 – AMENDMENT TO CONSTITUTION

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

This Resolution is a special resolution which will enable the Company to amend its existing Constitution (**Amended Constitution**) for the purposes of section 1100(V) of the Corporations Act to permit the Company to issue Securities under an employee incentive schemes (including the Plan) up to a maximum of 20% of the issued capital of the Company.

Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the Plan.

A copy of the Amended Constitution is available for review by Shareholders at the office of the Company. A copy of the Amended Constitution 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.

12. RESOLUTION 17 – APPROVAL TO ISSUE OPTIONS TO GAM

12.1 General

As set out in Section 1.5, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 9,000,000 Options to GAM (or its nominee(s)) in accordance with the Amended and Restated Facility Agreement.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

12.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Further, the Company may be required to pay an amount in cash to satisfy its obligations under the Amended and Restated Facility Agreement. Refer to Section 1.5 for further details.

12.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/ selected	The Options will be issued to GAM (or its nominee(s)).
Number of Securities and class to be issued	9,000,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price to GAM (or its nominee(s)), in consideration for GAM advancing the Loan under the Amended and Restated Facility Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Amended and Restated Facility Agreement.
Summary of material terms of agreement to issue	The Options are being issued under the Amended and Restated Facility Agreement, a summary of the material terms of which is set out in Section 1.5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

13. RESOLUTIONS 18 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ELK POINT MINERALS UNDER LISTING RULE 7.1

13.1 General

As set out in Section 1.5, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 of the issue of 142,858 Shares to Elk Point Minerals Pty Ltd (**Elk Point Minerals**), as nominee of GAM, in accordance with the Amended and Restated Facility Agreement, which were issued by the Company on 16 September 2025 pursuant to its existing placement capacity under Listing Rule 7.1.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

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

13.3 Listing Rule 7.4

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

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

13.4 Technical information required by Listing Rule 14.1A

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

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

13.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Shares were issued to Elk Point Minerals
Number and class of Securities issued	142,858 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	16 September2025.
Price or other consideration the	The Shares were issued at a nil issue price, in part consideration for GAM advancing the Loan under the

REQUIRED INFORMATION	DETAILS
Company received for the Securities	Amended and Restated Facility Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Facility Agreement and the subsequent Amended and Restated Facility Agreement.
Summary of material terms of agreement to issue	The Shares are being issued under the Amended and Restated Facility Agreement, a summary of the material terms of which is set out in Section 1.5.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTION 19 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULES 7.1A

14.1 General

As set out in Section 1.2, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 4,700,000 Shares to the Second Placement Participants (or their nominee(s)) which were issued on 26 August 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A.

14.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 30 May 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

14.3 Listing Rule 7.4

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

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

14.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

14.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Second Placement Participants (or their nominee(s)) The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	4,700,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	The Shares were issued on 26 August 2025.
Price or other consideration the Company received for the Securities	$0.05 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

15. RESOLUTION 20 – APPROVAL TO ISSUE OPTIONS TO SECOND PLACEMENT PARTICIPANTS

15.1 General

As set out in Section 1.2, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 2,350,000 Options to the Second Placement Participants (or their nominee(s)). The Options will be issued for nil consideration as they are free attaching to the Shares issued under the Second Placement on a 1:2 basis. The Options will be exercisable at $0.10 each on or before the date that is 3 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

15.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

15.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Options will be issued to the Second Placement Participants (or their nominee(s)) free-attaching to the Shares issued under the Second Placement on a 1:2 basis. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	2,350,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued for nil consideration as they are free-attaching to the Shares issued under the Second Placement on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	No funds will be raised through the issue of the Options as the Options are being offered free-attaching to the Shares issued under the Second Placement on a 1:2 basis.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

16. RESOLUTION 21 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "Chariot Resources Ltd".

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

17. RESOLUTION 22 – APPROVAL TO ISSUE OPTIONS TO SOUTHERN CROSS FINANCIAL P/L

17.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,872,500 Options to Southern Cross Financial P/L (or its nominee(s)) in consideration for the provision of financial advisory services, including procuring subscriptions for $939,500 worth of Shares under the First Placement.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

17.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity

securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Additionally, the Company may be required to find an alternative way of compensating Southern Cross Financial P/L, including using the Company's cash reserves.

17.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Southern Cross Financial P/L (or its nominee(s)).
Number of Securities and class to be issued	5,872,500 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for financial advisory services.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to compensate Southern Cross Financial P/L for financial advisory services provided in connection with the First Placement.
Summary of material terms of agreement to issue	The Options are not being issued under a formal agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

18. RESOLUTION 23 – APPROVAL TO ISSUE OPTIONS TO RAJAT DEWAN

18.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 801,250 Options to Rajat Dewan (or his nominee(s)) in consideration for advancing approximately $200,000 to the Company, which was applied towards the cash consideration payable to Continental under the Acquisition. Further details with respect to the Acqusiition and the consideration payable are set out in Section 1.1.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

18.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity

securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Additionally, the Company may be required to find alternative way of compensating Rajat Dewan, including using the Company's cash reserves.

18.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Rajat Dewan (or his nominee(s))
Number of Securities and class to be issued	801,250 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for financial services provided by Rajat Dewan.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to compensate Rajat Dewan for advancing approximately $200,000 to the Company which was applied towards the cash consideration owing under the Acquisition.
Summary of material terms of agreement to issue	The Options are not being issued under a formal agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

19. RESOLUTION 24 – APPROVAL TO ISSUE OPTIONS TO AJAIB DHILLON

19.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 450,000 Options to Ajaib Dhillon (or his nominee(s)) in consideration for advancing approximately $75,000 to the Company, which was applied towards the cash consideration payable to Continental under the Acquisition. Further details with respect to the Acqusiition and the consideration payable are set out in Section 1.1.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

19.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity

securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Additionally, the Company may be required to find alternative way of compensating Ajaib Dhillon, including using the Company's cash reserves.

19.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Ajaib Dhillon (or his nominee(s)).
Number of Securities and class to be issued	450,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for financial services provided by Ajaib Dhillon.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to compensate Ajaib Dhillon for advancing approximately $75,000 to the Company which was applied towards the cash consideration owing under the Acquisition.
Summary of material terms of agreement to issue	The Options are not being issued under a formal agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

20. RESOLUTION 25 – APPROVAL TO ISSUE OPTIONS TO PARADISE BAY INTERNATIONAL

20.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,000,000 Options to Paradise Bay International (or its nominee(s)), being the nominees of GBA Capital, in consideration for the provision of broker services by GBA Capital in relation to the Second Placement.

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

20.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Additionally, the Company may be required to find alternative way of compensating GBA Capital, including using the Company's cash reserves.

20.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Paradise Bay International (or its nominee(s))
Number of Securities and class to be issued	4,000,000 Options will be issued.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at a nil issue price, in consideration for broker services provided by GBA Capital in relation to the Second Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to compensate GBA Capital for the provision of broker services in relation to the Second Placement.
Summary of material terms of agreement to issue	The Options are not being issued under a formal agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

$ means Australian dollars.

Acquisition has the meaning given in Section 1.1.

Amended and Restated Facility Agreement has the meaning given in Section 1.5.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

Broker Options has the meaning given in Section 1.3.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

C&C Minerals has the meaning given in Section 1.1.

Chair means the chair of the Meeting.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

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

Company means Chariot Corporation Ltd (ACN 637 559 847).

Continental means Continental Lithium Limited (a company incorporated in Nigeria).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Participant means a person that is:

(a) a 'primary participant' (as that term is defined in the ESS Regime) in relation to the Company or an Associated Body Corporate; and

(b) has been determined by the Board to be eligible to participate in the Plan from time to time.

Elk Point Minerals means Elk Point Minerals Pty Ltd (ACN 658 660 265).

Explanatory Statement means the explanatory statement accompanying the Notice.

Facility Agreement has the meaning given in Section 1.5.

First Placement has the meaning given in Section 1.2.

First Placement Participants has the meaning given in Section 1.2.

GAM means GAM Company Pty Ltd ATF The GAM 1 Trust.

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.

Lead Manager means GBA Capital Pty Ltd.

Lead Manager Mandate means the agreement between the Company and GBA Capital Pty Ltd dated on or around 16 July 2025.

Listing Rules means the Listing Rules of ASX.

Loan has the meaning given in Section 1.5.

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

Max Wealthy International means Max Wealthy International Limited.

Meeting means the meeting convened by the Notice.

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

Obsidian means Obsidian Global GP LLC.

Option means an option to acquire a Share.

Participant means an Eligible Participant who has been granted any Security under the Company's Employee Incentive Securities Plan.

Placements means the First Placement and the Second Placement.

Placement Participants means the First Placement Participants and the Second Placement Participants.

Proxy Form means the proxy form accompanying the Notice.

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

Second Placement has the meaning given in Section 1.2.

Second Placement Participants has the meaning given in Section 1.2.

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

SSA has the meaning given in Section 1.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	**Entitlement**	Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Option will be $0.10 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00 pm (AWST) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	**Change in exercise price/Adjustment for rights issue**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS TO SHANTHAR PATHMANATHAN

1. Performance Rights details

CLASS	QUANTUM	VESTING CONDITION / EXERCISE PRICE	EXPIRY DATE
P	250,000	The Company's 20-day volume weighted average share price (calculated across 20 consecutive trading days on which the Company's shares actually traded) (20-day VWAP) reaching 200% higher than the Offer price.	19 October 2026
Q	500,000	The Company's 20-day VWAP reaching 500% higher than the Offer share price.	19 October 2026
R	1,000,000	Either (1) when drilling on a project prospective for claystonetype mineralised systems (Claystone Project), the completion of 10 drill holes (within an 8km2 area) which drill holes are comprised of at least 450 metres of cumulative intersections with an average grade of 750 ppm lithium (as verified by a Competent Person*); or (2) when drilling on a project prospective for pegmatite-type ("hard-rock") mineralised systems (Hard Rock Project), the completion of 10 drill holes (within a 3km2 area) which drill holes are comprised of at least 300 metres of cumulative intersections with an average grade of 1.00% lithium oxide (Li2 O)(as verified by a Competent Person*).	19 October 2026
S	1,000,000	The Company announcing to ASX either (1) a 20Mt Indicated and/or Measured Mineral Resource* at a minimum grade of 1.0% Li2 O for a Hard-rock Project (as verified by a Competent Person*), or (2) a 400Mt Indicated and/or Measured Mineral Resource* at a minimum grade of 1,000 ppm lithium for a Claystone Project (as verified by a Competent Person*).	19 October 2027
T	1,500,000	Completion under the Share Sale Agreement executed with Continental Lithium Limited on 5 July 2025, resulting in the Company acquiring a 66.7% interest in C&C Minerals Limited.	5 years from the date of issue
U	500,000	The Company or any Affiliate entering into a legally binding offtake agreement for the sale of product from one or more of the Company's projects to an unrelated third party buyer under which the Company or Affiliate is entitled to gross receipts of US$25 million or more per annum.	5 years from the date of issue
V	250,000	The Company (on a consolidated basis) achieving annual gross revenue of at least A$50 million in any given financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
W	500,000	The Company (on a consolidated basis) achieving annual gross revenue of at least A$75 million in any financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue

CLASS	QUANTUM	VESTING CONDITION / EXERCISE PRICE	EXPIRY DATE
X	1,000,000	The Company (on a consolidated basis) achieving annual gross revenue of at least A$100 million in any financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
Y	1,000,000	The Company (on a consolidated basis) achieving annual gross revenue of at least A$500 million in any financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
Z	500,000	The Company entering into binding definitive documentation and achieving financial close (such that all material conditions precedent have been satisfied or waived and the Company is entitled to make drawdowns) for debt financing in an amount of at least US$25 million, whether through a conventional loan facility or by way of a prepayment financing under an offtake agreement (or any similar form of debt funding).	5 years from the date of issue
AA	1,000,000	The Company entering into binding definitive documentation and achieving financial close (such that all material conditions precedent have been satisfied or waived and the Company is entitled to make drawdowns) for debt financing in an amount of at least US$100 million, whether through a conventional loan facility or by way of a prepayment financing under an offtake agreement (or any similar form of debt funding).	5 years from the date of issue
BB	500,000	The Company's shares achieving a 20-day volume-weighted average price (**VWAP**) of at least A$0.50 per share (being the VWAP calculated over 20 consecutive trading days on which the Company's shares actually traded).	5 years from the date of issue
CC	750,000	The Company's shares achieving a 20-day VWAP of at least A$1.00 per share, calculated over 20 consecutive trading days on which the Company's shares actually traded.	5 years from the date of issue

2. General terms and conditions of Performance Rights

1.	**Entitlement**	Each Performance Right is an indeterminate right which entitles the holder to receive the value of one Share upon exercise of the Performance Right, to be satisfied in Shares or in cash at the election of the Company, determined by reference to the Market Value of a Share at the time of vesting. **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date.
2.	**Plan**	The Performance Rights are granted under the Company's Employee Incentive Securities Plan (**Plan**). In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

3.	**Consideration**	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights.
4.	**Vesting Conditions**	The Performance Rights shall vest as set out in Section 1 above (each, a **Vesting Condition**).
5.	**Expiry Date**	The Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (a) the Performance Right lapsing and being forfeited under the Plan; and (b) 5:00 pm (WST) on the dates as set out in Section 1 above, (**Expiry Date**). For the avoidance of doubt, any unexercised Performance Rights will automatically lapse on the Expiry Date.
6.	**Cessation of Employment**	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the holder's employment for any reason.
7.	**Notice of vesting**	A Performance Right will vest when a vesting notice is given to the holder.
8.	**Exercise Period**	The Performance Rights are exercisable at any time on and from the satisfaction of the Vesting Conditions until the Expiry Date (**Exercise Period**).
9.	**Exercise Notice**	The Performance Rights may be exercised during the Exercise Period by: (a) in whole or in part; and (b) a written notice of exercise of Performance Rights specifying the number of Performance Rights being exercised (**Exercise Notice**).
10.	**Quotation of Performance Rights**	The Performance Rights will not be quoted on ASX.
11.	**Timing of issue of Shares on exercise**	Subject to applicable law, within five Business Days after the valid exercise of Performance Rights by the holder, the Company will: (a) where the Performance Rights are to be satisfied in Shares: (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; (ii) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder; and (iii) 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 and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules; and (b) where the Performance Rights are to be satisfied in cash, pay to the holder an amount equal to the Market Value of the Shares that would otherwise have been allocated or transferred on exercise.
12.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the

		Corporations Act, Shares issued on exercise of the Performance Rights 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 Act; (b) all Shares issued on exercise of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy.
13.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
14.	**Participation in new issues**	Subject always to the rights under paragraphs 15 and 16, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
15.	**Adjustment for bonus issue of Shares**	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 Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
16.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
17.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
18.	**Transferability**	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in accordance with the Plan.
19.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
20.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS TO FREDERICK FORNI AND BRENDAN BORG

1. Performance Rights details

CLASS	QUANTUM	RECIPIENT	VESTING CONDITION / EXERCISE PRICE	EXPIRY DATE
D	1,000,000	Brendan Borg	Either (1) when drilling on a project prospective for claystonetype mineralised systems (Claystone Project), the completion of 10 drill holes (within an 8km2 area) which drill holes are comprised of at least 450 metres of cumulative intersections with an average grade of 750 ppm lithium (as verified by a Competent Person*); or (2) when drilling on a project prospective for pegmatite-type ("hard-rock") mineralised systems (Hard Rock Project), the completion of 10 drill holes (within a 3km2 area) which drill holes are comprised of at least 300 metres of cumulative intersections with an average grade of 1.00% lithium oxide (Li2 O)(as verified by a Competent Person*).	19 October 2026
E	1,000,000	Brendan Borg	The Company announcing to ASX either (1) a 20Mt Indicated and/or Measured Mineral Resource* at a minimum grade of 1.0% Li2 O for a Hard-rock Project (as verified by a Competent Person*), or (2) a 400Mt Indicated and/or Measured Mineral Resource* at a minimum grade of 1,000 ppm lithium for a Claystone Project (as verified by a Competent Person*).	19 October 2027
F	750,000	Frederick Forni	Completion under the Share Sale Agreement executed with Continental Lithium Limited on 5 July 2025, resulting in the Company acquiring a 66.7% interest in C&C Minerals Limited.	5 years from the date of issue
	500,000	Brendan Borg		
G	250,000	Frederick Forni	The Company or any Affiliate entering into a legally binding offtake agreement for the sale of product from one or more of the Company's projects to an unrelated third party buyer under which the Company or Affiliate is entitled to gross receipts of US$25 million or more per annum.	5 years from the date of issue
H	250,000	Frederick Forni	The Company (on a consolidated basis) achieving annual gross revenue of at least A$50 million in any given financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
	100,000	Brendan Borg		
I	500,000	Frederick Forni	The Company (on a consolidated basis) achieving annual gross revenue of at least A$75 million in any financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
	150,000	Brendan Borg		
J	500,000	Frederick Forni	The Company (on a consolidated basis) achieving annual gross revenue of at least A$100 million in any financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
	250,000	Brendan Borg		

CLASS	QUANTUM	RECIPIENT	VESTING CONDITION / EXERCISE PRICE	EXPIRY DATE
K	500,000	Frederick Forni	The Company (on a consolidated basis) achieving annual gross revenue of at least A$500 million in any financial year, as evidenced by the Company's audited accounts for that year.	5 years from the date of issue
	500,000	Brendan Borg		
L	250,000	Frederick Forni	The Company entering into binding definitive documentation and achieving financial close (such that all material conditions precedent have been satisfied or waived and the Company is entitled to make drawdowns) for debt financing in an amount of at least US$25 million, whether through a conventional loan facility or by way of a prepayment financing under an offtake agreement (or any similar form of debt funding).	5 years from the date of issue
	100,000	Brendan Borg		
M	500,000	Frederick Forni	The Company entering into binding definitive documentation and achieving financial close (such that all material conditions precedent have been satisfied or waived and the Company is entitled to make drawdowns) for debt financing in an amount of at least US$100 million, whether through a conventional loan facility or by way of a prepayment financing under an offtake agreement (or any similar form of debt funding).	5 years from the date of issue
	150,000	Brendan Borg		
N	250,000	Frederick Forni	The Company's shares achieving a 20-day volume-weighted average price (**VWAP**) of at least A$0.50 per share (being the VWAP calculated over 20 consecutive trading days on which the Company's shares actually traded).	5 years from the date of issue
	250,000	Brendan Borg		
O	500,000	Frederick Forni	The Company's shares achieving a 20-day VWAP of at least A$1.00 per share, calculated over 20 consecutive trading days on which the Company's shares actually traded.	5 years from the date of issue
	500,000	Brendan Borg		

2. General terms and conditions of Performance Rights

1.	**Entitlement**	Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.
2.	**Plan**	The Performance Rights are granted under the Company's Employee Incentive Securities Plan (**Plan**). In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
3.	**Consideration**	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
4.	**Vesting Conditions**	The Performance Rights shall vest as set out in Section 1 above (each, a **Vesting Condition**).
5.	**Expiry Date**	The Performance Rights, whether vested or unvested, will expire on the earlier to occur of: (c) the Performance Right lapsing and being forfeited under the Plan; and

		(d) 5:00 pm (WST) on the dates as set out in Section 1 above, (**Expiry Date**). For the avoidance of doubt, any unexercised Performance Rights will automatically lapse on the Expiry Date.
6.	**Cessation of Employment**	Any unvested Performance Rights will automatically be forfeited on the termination or cessation of the holder's employment for any reason.
7.	**Notice of vesting**	A Performance Right will vest when a vesting notice is given to the holder.
8.	**Exercise Period**	The Performance Rights are exercisable at any time on and from the satisfaction of the Vesting Conditions until the Expiry Date (**Exercise Period**).
9.	**Exercise Notice**	The Performance Rights may be exercised during the Exercise Period by: (a) in whole or in part; and (b) a written notice of exercise of Performance Rights specifying the number of Performance Rights being exercised (**Exercise Notice**).
10.	**Quotation of Performance Rights**	The Performance Rights will not be quoted on ASX.
11.	**Timing of issue of Shares on exercise**	Subject to applicable law, within five Business Days after the valid exercise of Performance Rights by the holder, the Company will: (c) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; (d) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder; and (e) 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 and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.
12.	**Restrictions on transfer of Shares on exercise**	Shares issued on exercise of the Performance Rights are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Performance Rights 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 Act; (b) all Shares issued on exercise of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy.
13.	**Shares issued on exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
14.	**Participation in new issues**	Subject always to the rights under paragraphs 15 and 16, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and

		entitlement issues.
15.	**Adjustment for bonus issue of Shares**	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 Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
16.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
17.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
18.	**Transferability**	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in accordance with the Plan.
19.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
20.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

SCHEDULE 4 – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

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

Eligible Participant	**Eligible Participant** means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of a Security.
Maximum number of Convertible Securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 16. The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(a)), following Shareholder approval, is 30,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	A **Convertible Security** represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right). Prior to a Convertible Security being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).
Restrictions on dealing with Convertible Securities	Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
Vesting of Convertible Securities	Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.
Forfeiture of Convertible Securities	Convertible Securities will be forfeited in the following circumstances: (a) the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the **Group**); (b) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (c) on the date the Participant becomes insolvent; or (d) on the Expiry Date, subject to the Board's ultimate discretion to decide that some or all of the Participant's Convertible Securities will not be forfeited at that time, but will be forfeited at the time and subject to the conditions it may specify by written notice to the Participant.
Listing of Convertible Securities	Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.

Exercise of Convertible Securities and cashless exercise	At the time of exercise of the Convertible Securities, subject to Board approval at that time, 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 allot to the Participant that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Convertible Securities (with the number of Shares rounded down to the nearest whole Share). **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date, unless otherwise specified in an invitation.
Timing of issue of Shares and quotation of Shares on exercise	Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
Restriction periods and restrictions on transfer of Shares on exercise	If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions: (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.
Change of control	If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
Participation in entitlements and bonus issues	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

Adjustment for bonus issue	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Chariot Corporation Ltd | ABN 13 637 559 847

Proxy Voting Form

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

Your proxy voting instruction must be received by **1:00pm (AWST) on Monday, 24 November 2025,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

Lodging your Proxy Voting Form:

Online:
Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au/

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

SAMPLE

STEP 1 - How to vote

APPOINT A PROXY:
I/We being a Shareholder entitled to attend and vote at the General Meeting of Chariot Corporation Ltd, to be held at **1:00pm (AWST) on Wednesday, 26 November 2025 at Level 5, 191 St Georges Tce, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 8, 9, 10, 12, 13, 14 and 15 (except where I/we have indicated a different voting intention below) even though Resolutions 8, 9, 10, 12, 13, 14 and 15 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

STEP 2 – Your voting direction

	Resolutions	For	Against	Abstain		Resolutions	For	Against	Abstain
1	APPROVAL TO ISSUE SHARES TO CONTINENTAL	☐	☐	☐	14	ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR - BRENDAN BORG	☐	☐	☐
2	RATIFICATION OF PRIOR ISSUE OF SHARES TO FIRST PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1	☐	☐	☐	15	ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR - FREDERICK FORNI	☐	☐	☐
3	RATIFICATION OF PRIOR ISSUE OF SHARES TO FIRST PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1A	☐	☐	☐	16	AMENDMENT TO CONSTITUTION	☐	☐	☐
4	APPROVAL TO ISSUE OPTIONS TO FIRST PLACEMENT PARTICIPANTS	☐	☐	☐	17	APPROVAL TO ISSUE OPTIONS TO GAM	☐	☐	☐
5	APPROVAL TO ISSUE OPTIONS	☐	☐	☐	18	RATIFICATION OF PRIOR ISSUE OF SHARES TO ELK POINT MINERALS UNDER LISTING RULE 7.1	☐	☐	☐
6	RATIFICATION OF PRIOR ISSUE OF SHARES TO OBSIDIAN UNDER LISTING RULE 7.1	☐	☐	☐	19	RATIFICATION OF PRIOR ISSUE OF SHARES TO SECOND PLACEMENT PARTICIPANTS UNDER LISTING RULE 7.1A	☐	☐	☐
7	RATIFICATION OF PRIOR ISSUE OF SHARES TO MAX WEALTHY INTERNATIONAL UNDER LISTING RULE 7.1	☐	☐	☐	20	APPROVAL TO ISSUE OPTIONS TO SECOND PLACEMENT PARTICIPANTS	☐	☐	☐
8	APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTORS' FEES – SHANTHAR PATHMANATHAN	☐	☐	☐	21	CHANGE OF COMPANY NAME	☐	☐	☐
9	APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTORS' FEES – NEIL STUART	☐	☐	☐	22	APPROVAL TO ISSUE OPTIONS TO SOUTHERN CROSS FINANCIAL	☐	☐	☐
10	APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTORS' FEES – FREDERICK FORNI	☐	☐	☐	23	APPROVAL TO ISSUE OPTIONS TO RAJAT DEWAN	☐	☐	☐
11	APPROVAL TO ISSUE SHARES IN LIEU OF CONSULTANCY FEES – RAMESH CHAKRAPANI	☐	☐	☐	24	APPROVAL TO ISSUE OPTIONS TO AJAIB DHILLON	☐	☐	☐
12	APPROVAL TO INCREASE MAXIMUM SECURITIES UNDER THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN	☐	☐	☐	25	APPROVAL TO ISSUE OPTIONS TO PARADISE BAY INTERNATIONAL	☐	☐	☐
13	ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR – SHANTHAR PATHMANATHAN	☐	☐	☐					

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

STEP 3 – Signatures and contact details

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

Contact Name

Email Address

Contact Daytime Telephone

Date (DD/MM/YY) / /

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

SAMPLE