Notice of General Meeting and Explanatory Memorandum

Litchfield Minerals Limited ACN 612 660 429

Date of Meeting:	15 September 2025
Time of Meeting:	10.00am AEST
Place of Meeting:	Level 12, 10 Eagle Street Brisbane QLD 4000

General

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 488 771 588.

IMPORTANT INFORMATION

Notice of General Meeting
Litchfield Minerals Limited ACN 612 660 429

Notice is given that a General Meeting of Litchfield Minerals Limited ACN 612 660 429 (**Litchfield** or the **Company**) will be held at:

Location	Level 12, 10 Eagle Street, Brisbane QLD 4000
Date	15 September 2025
Time	10.00am AEST

Your vote is important

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

Voting eligibility

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 10.00am on 13 September 2025) which is no more than 48 hours before the meeting date.

Voting in person (or by attorney)

To vote in person, attend the Meeting at the time, date and place set out above. Attorneys should bring with them an original or certified copy of the Power of Attorney under which they have been authorised to attend and vote at the Meeting.

Voting by a corporation

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

Poll

Shareholders are advised that all Resolutions to be considered at the General Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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.

To be effective, proxies must be received by 10.00am (WST) on 13 September 2025. Proxies lodged after this time will be invalid.

BUSINESS OF THE MEETING

Agenda

1. Resolution 1(a) – Ratification of issue of Placement Securities issued under Listing Rule 7.1

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,450,864 Placement Shares and 2,025,000 Placement Options issued by the Company using its placement capacity under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

2. Resolution 1(b) – Ratification of issue of Placement Shares issued under Listing Rule 7.1A

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,599,136 Placement Shares issued by the Company using its placement capacity under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

3. Resolution 2 – Approval to issue Placement Securities to Director Dr Peter Eaglen (Chairman)

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 10.11 and for all other purposes, approval is given for the Company to issue Dr Peter Eaglen, a Director of the Company (or his nominee) up to 400,000 Placement Share and 200,000 Placement Options, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Dr Peter Eaglen and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of Dr Peter Eaglen or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

4. Resolution 3 – Approval to issue Placement Securities to Director Matthew Pustahya (Managing Director)

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 10.11 and for all other purposes, approval is given for the Company to issue Matthew Pustahya, a Director of the Company (or his nominee) up to 400,000 Placement Share and 200,000 Placement Options, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Matthew Pustahya and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of Matthew Pustahya or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

5. Resolution 4 – Approval to issue Placement Securities to Director Professor Mark Noppé (Non-executive Director)

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Professor Mark Noppé, a Director of the Company (or his nominee) up to 150,000 Placement Share and 75,000 Placement Options, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Professor Mark Noppé and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of Professor Mark Noppé or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

6. Resolution 5 – Approval of SPP Securities

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 10,000,000 SPP Shares and 5,000,000 SPP Options to eligible Shareholders under the Share Purchase Plan on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

7. Resolution 6 – Approval of SPP Shortfall Securities

To consider and, if thought fit, to pass with or without amendment, the following 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 10,000,000 SPP Shortfall Shares and 5,000,000 SPP Shortfall Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

8. Resolution 7 – Ratification of prior issue of Shares – Bullion Drilling

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 834,713 Shares to Bullion Drilling Co Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Bullion Drilling Co Pty Ltd a person who participated in the issue or is a counterparty to the agreement being approved or any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

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

(b) the Chair of the meeting 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.

DATED: 15 August 2025

BY ORDER OF THE BOARD



Peter Harding-Smith
Company Secretary
Litchfield Minerals Limited

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 which are the subject of the business of the Meeting.

1. Background

As announced to the ASX on 11 August 2025, the Company is undertaking:

(a) a placement to raise $0.5 million (before costs) (**Placement**) through the issue of up to 5,000,000 million Shares at an issue price of $0.10 per Share (**Placement Shares**), with one (1) free attaching Option ($0.10 exercise price, expiring 31 August 2027) for every two (2) Placement Shares issued (**Placement Options**); and

(b) a securities purchase plan (**SPP**) to raise up to $1.0 million (before costs) from eligible Shareholders through the issue (subject to Shareholder approval) of up to 10,000,000 Shares (**SPP Shares**) and up to 5,000,000 free attaching Options (**SPP Options**) on the same basis as the Placement,

(the **Placement** and **SPP** together the **Capital Raising**).

The funds raised from the Capital Raising (assuming fully subscribed) are proposed to be used as shown in the indicative use of funds table below.

Item	**$**	**%**
Oonagalabi - Phase 2 RC Drilling	$750,000	50%
Earthworks & Rehabilitation	$125,000	8%
Exploration	$400,000	27%
Corporate costs	$90,000	6%
Working capital	$93,075	6%
Expenses of the Capital Raising	$41,925	3%
Total	**$1,500,000**	**100%**

The Company intends to complete the Placement (excluding the issue of Placement Shares and Placement Options to related parties the subject of Resolutions 2-4) on or about 18 August 2025.

The Placement Shares and Placement Options (together **Placement Securities**), other than Placement Securities the subject of Resolutions 2 - 4, will be issued using the Company's placement capacity under Listing Rules 7.1 (in respect of 2,450,864 Placement Shares and 2,025,000 Placement Options) and 7.1A (in respect of 1,599,136 Placement Shares).

Resolutions 1(a) and 1(b) seek Shareholder approval to ratify the issue of these Placement Securities.

The Company also intends, subject to Shareholder approvals being sought in this Notice:

(a) to issue up to:

(i) 400,000 Placement Shares and 200,000 Placement Options to Director Dr Peter Eaglen (or his nominee) (refer Resolution 2);

(ii) 400,000 Placement Shares and 200,000 Placement Options to Director Matthew Pustahya (or his nominee) (refer Resolution 3); and

(iii) 150,000 Placement Shares and 75,000 Placement Options to Director Professor Mark Noppé (or his nominee) (refer Resolution 4); and

(b) to issue up to 10,000,000 Shares to eligible Shareholders under an SPP at an issue price of $0.10 per Share (**SPP Shares**) to raise up to $1,000,000 (before costs), and up to 5,000,000 free attaching Options (on the same terms as the Placement Options) to subscribers to the SPP, with one (1) free Option for every two (2) SPP Shares subscribed (**SPP Options**) (refer Resolution 5); and

(c) to issue any SPP Securities not taken up under the SPP (**Shortfall SPP Securities**) under a separate shortfall offer, being up to a maximum of 10,000,000 SPP Shortfall Shares and 5,000,000 SPP Shortfall Options (refer Resolution 6).

A Prospectus for the SPP (and SPP Shortfall) is expected to be lodged with ASIC on or about 19 August 2025 and released by the Company on ASX.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 834,713 Shares to Bullion Drilling Co Pty Ltd (**Bullion Drilling**).

2. Resolutions 1(a) and (b) - Ratification of the issue of Placement Securities

2.1 Resolution 1(a) - Listing Rules 7.1 and 7.4

The Company intends to issue 2,450,864 Placement Shares and 2,025,000 Placement Options on or about 18 August 2025 under its placement capacity under Listing Rule 7.1.

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

The issue of 2,450,864 Placement Shares and 2,025,000 Placement Options as part of the Placement does not fit within any of the exceptions and, as it has not yet been approved by the Company's shareholders, it will effectively use 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 issue date.

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 pursuant to Listing Rule 7.1. If they do so, 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1(a) seeks Shareholder approval, for the purposes of Listing Rule 7.4, to ratify the issue of 2,450,864 Placement Shares and 2,025,000 Placement Options to be issued before the General Meeting using the Company's placement capacity under ASX Listing Rule 7.1.

2.2 Resolution 1(b) – Listing Rules 7.1A and 7.4

The Company intends to issue 1,599,136 Placement Shares on or about 18 August 2025 under its placement capacity under Listing Rule 7.1A.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in Listing Rule 7.1A.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

(a) will not be counted in variable "A" in the formula in Listing Rule 7.1A; and

(b) are counted in variable "E",

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A or 12 months has passed since their issue).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1A.

To this end, Resolution 1(b) seeks Shareholder approval, for the purposes of Listing Rule 7.4, to ratify the issue of 1,599,136 Placement Shares to be issued before the General Meeting using the Company's placement capacity under ASX Listing Rule 7.1A.

By ratifying the issue the subject of Resolution 1(b), the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.3 Technical information required by Listing Rule 14.1A

If Resolution 1(a) is passed, 2,450,864 Placement Shares and 2,025,000 Placement Options will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(a) is not passed, 2,450,864 Placement Shares and 2,025,000 Placement Options will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue

date.

If Resolution 1(b) is passed, 1,599,136 Placement Shares will be excluded in calculating the Company's 10% placement capacity under Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1(b) is not passed, 1,599,136 Placement Shares will be included in calculating the Company's 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

2.4 Technical information required by Listing Rule 7.5

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

(a) the Placement Securities will be issued to professional and sophisticated investors determined by the Company;

(b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the issuees under the Placement will be related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties and issued more than 1% of the Company's current issued capital;

(c) a total of 2,450,864 Placement Shares and 2,025,000 Placement Options will be issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(d) a total of 1,599,136 Placement Shares will be issued pursuant to the Company's placement capacity under Listing Rule 7.1A;

(e) the Shares to be issued 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;

(f) the Placement Options will be on the terms and conditions set out in Schedule 1;

(g) the Placement Securities will be issued before the General Meeting on or about 18 August 2025;

(h) the issue price is $0.10 per Share. The Placement Options are free attaching on a one for two basis;

(i) the funds raised from this issue will be used for ongoing exploration programs, tenement and corporate costs. The Company has not spent any of the funds raised from the Placement as at the date of this Notice; and

(j) the Placement Securities are not being issued under an agreement.

2.5 Additional Information

The Board recommends that Shareholders vote in favour of Resolutions 1(a) and 1(b).

The Chairperson intends to exercise all available proxies in favour of Resolutions 1(a) and 1(b).

3. Resolutions 2 - 4 – Issue of Placement Securities to Directors

3.1 Background

Resolutions 2- 4 seek Shareholder approval to issue and allot up to a maximum of 950,000 Placement Shares at an issue price of $0.10 per Share (to raise up to $95,000 before costs), and up to a maximum of 475,000 free attaching Placement Options, under the Placement to Directors Eaglen, Pustahya and Noppé (or their nominees) as follows:

(a) up to 400,000 Placement Shares and up to 200,000 Placement Options to Director Dr Peter Eaglen (or his nominee) (refer Resolution 2);

(b) up to 400,000 Placement Shares and up to 200,000 Placement Options to Director Matthew Pustahya (or his nominee) (refer Resolution 3); and

(c) up to 150,000 Placement Shares and up to 75,000 Placement Options to Director Professor Mark Noppé (or his nominee) (refer Resolution 4).

3.2 Listing Rule 10.11

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

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.

Messrs Eaglen, Pustahya and Noppé (or their nominees) (**Related Parties**) meet the category under Listing Rule 10.11.1 because they are Directors. If any of their nominee's receive the Placement Securities the nominees will meet the same category or the category in Listing Rule 10.11.4 as they will be an associate of the relevant director.

3.3 Chapter 2E of the Corporations Act

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.

If Resolutions 2 - 4 are approved, it will result in the issue of the Placement Securities which constitutes a financial benefit, and Directors Eaglen, Pustahya and Noppé are a related parties of the Company by virtue of being Directors.

The Directors (other than Dr Eaglen who has a material personal interest in Resolution 2) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2) because the Placement Securities proposed to be issued to Dr Eaglen (or his nominee) will be issued on the same terms as those issued to all other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Matthew Pustahya who has a material personal interest in Resolution 3)) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 3) because the Placement Securities proposed to be issued to Mr Pustahya (or his nominee) will be issued on the same terms as those issued to all other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mark Noppé who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 4 because the Placement Securities proposed to be issued to Professor Noppé will be issued on the same terms as those issued to all other investors in the Placement and as such the giving of the financial benefit is on arm's length terms.

3.4 Technical Information Required by ASX Listing Rule 14.1A

If Resolutions 2, 3 or 4 are passed, Directors Eaglen, Pustahya and Noppé (or their nominees), as applicable, will be able to participate in the Placement and the Company will benefit from the additional funds raised.

If any of Resolutions 2, 3 or 4 are not passed, Directors Eaglen, Pustahya and Noppé (or their nominees), as applicable, will not be able to participate in the Placement and the Company will not benefit from their additional funds.

3.5 Technical Information Required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 2 - 4:

(a) the Placement Securities will be issued to Directors Eaglen, Pustahya and Noppé (or their nominees);

(b) Messrs Eaglen, Pustahya and Noppé (or their nominees) fall under Listing Rule 10.11.1 because they are Directors. If any of their nominee's receive the Placement Securities the nominees will fall under the same category or Listing Rule 10.11.4 as they will be an associate of the relevant director;

(c) the maximum number and class of Placement Securities to be issued is as follows:

Related Party (or nominee)	Placement Shares	Placement Options	Subscription Amount
Peter Eaglen	400,000	200,000	$40,000
Matthew Pustahya	400,000	200,000	$40,000[1]
Mark Noppé	150,000	75,000	$15,000
Total	**950,000**	**475,000**	**$95,000**

Notes:

1. Matthew Pustahya may elect to subscribe for up to 200,000 Placement Shares, with a total subscription price of $20,000, and 100,000 Placement Options, by offsetting against $20,000 in future salary owed to him in his role as Managing Director of the Company. Should he elect to do so, the Company will only receive up to a total maximum of $75,000 from the Related Parties and up to $480,000 under the Placement but will reduce its future liability for Mr Pustahya's salary by $20,000.

(d) the Placement 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;

(e) the Placement Options will be granted on the terms and conditions set out in Schedule 1;

(f) the Placement Securities will be issued to the Related Parties no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(g) the issue price of the Placement Shares will be $0.10 each. The Placement Options will be issued for nil cash consideration as they will be free attaching to the Placement Shares and so no funds will be raised from their issue. Accordingly, the Company will raise the following funds (before costs and assuming all necessary regulatory approvals are obtained):

(i) if Resolution 2 is passed: up to $40,000;

(ii) if Resolution 3 is passed: up to $40,000; and

(iii) if Resolution 4 is passed: up to $15,000;

(h) the purpose of the issue is to raise $95,000 (before costs) as part of the Placement. The Company intends to use the funds raised for ongoing exploration programs, tenement and corporate costs; and

(i) the Placement Securities will not be issued under an agreement.

4. Resolution 5 – Approval of SPP Securities

4.1 Background

Reference is made to the SPP referred to in Section 1 of this Explanatory Statement.

Resolution 5 seeks Shareholder approval to issue and allot up to a maximum of 10,000,000 SPP Shares at an issue price of $0.10 per Share and up to a maximum of 5,000,000 SPP Options (together the **SPP Securities**).

4.2 ASX Listing Rule 7.1

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 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 does not fall within any of the exceptions.

4.3 Technical Information Required by ASX Listing Rule 14.1A

Resolution 5 seeks Shareholder approval for the proposed issue of the SPP Securities for the purpose of Listing Rule 7.1.

If Resolution 5 is passed, the SPP Securities 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, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

The issue of the SPP Shares will dilute existing Shareholders (based on 36,238,559 Shares being on issue as at the date of this Notice of Meeting and assuming no other Shares are issued other than 5,000,000 Placement Shares) by approximately 19.5%.

If the SPP is fully subscribed, and all 5,000,000 SPP Options are exercised, a total of 5,000,000 Shares will be issued, which would dilute existing Shareholders (based on 36,238,559 Shares on issue post completion of the SPP and assuming no other Shares are issued other than 5,000,000 Placement Shares and 10,000,000 SPP Shares) by approximately 8.9%.

If Resolution 5 is not passed, the Company will not be able to proceed with the SPP as planned as it will not have sufficient placement capacity under Listing Rules 7.1 and 7.1A to issue all of the SPP Securities and will need to pursue alternative methods to raise funds.

4.4 Technical Information Required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the SPP Securities:

(a) the SPP Securities will be issued to eligible shareholders, being Shareholders as at the SPP Record Date of 8 August 2025 with registered addresses in Australia and New Zealand (**SPP Eligible Shareholders**) who apply under the SPP. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the issues will be:

(i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

(ii) issued more than 1% of the issued capital of the Company;

(b) the maximum number of SPP Securities that will be issued under the SPP is 10,000,000 SPP Shares and 5,000,000 SPP Options;

(c) the SPP Shares issued 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;

(d) the SPP Options are exercisable at $0.10 with an expiry date of 31 August 2027. The full terms and conditions of the SPP Options are set out in Schedule 1 to this Notice;

(e) the SPP Securities will be issued no later than 3 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);

(f) the issue price of the SPP Shares will be $0.10 per Share;

(g) the SPP Options will be offered for nil cash consideration as they are free attaching Options on the basis of one (1) attaching SPP Option for every two (2) SPP Shares issued under the SPP. Accordingly, no funds will be raised from the issue of the SPP Options; and

(h) the purpose of the SPP is to raise up to ~$1,000,000 (before costs). The Company intends to use the funds raised for the same purposes as funds raised under the Placement as set out in sections 1 and 2.4 of this Explanatory Statement.

4.5 Additional Information

The Board recommends that Shareholders vote in favour of Resolution 5.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

5. Resolution 6 – Approval of SPP Shortfall Securities

5.1 Background

The Company may offer SPP Securities that are not applied for by SPP Eligible Shareholders (**SPP Shortfall Securities**) to Shareholders and other investors who are not related parties of the Company, under a shortfall offer (**Shortfall Offer**) so that the Company can raise the entire $1,000,000 under the SPP.

The number of SPP Shortfall Securities will only be known once the SPP has been completed.

Refer to Section 1 of this Explanatory Memorandum for further information with respect to the SPP.

5.2 ASX Listing Rule 7.1

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 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 of SPP Shortfall Securities does not fall within any of the exceptions.

5.3 Technical Information Required by ASX Listing Rule 14.1A

Resolution 6 seeks Shareholder approval for the proposed issue of the SPP Shortfall Securities for the purpose of Listing Rule 7.1.

If Resolution 6 is passed, the SPP Shortfall Securities 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, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the Shortfall Offer as planned as it will not have sufficient placement capacity under Listing Rules 7.1 and 7.1A to issue all the SPP Shortfall Securities and will need to pursue alternative methods to raise funds.

5.4 Technical Information Required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the SPP Shortfall Securities:

(a) the SPP Shortfall Securities will be offered to Shareholders and other investors who apply for SPP Shortfall Securities. In accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the issuees will be:

  (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisors of the Company or any associate of any of these parties; and

  (ii) issued more than 1% of the issued capital of the Company;

(b) a maximum of 10,000,000 SPP Shortfall Shares and 5,000,000 SPP Shortfall Options will be issued. The actual number will depend on how many SPP Securities are issued to SPP Eligible Shareholders under the SPP offer;

(c) the SPP Shortfall Shares issued 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;

(d) the SPP Shortfall Options are exercisable at $0.10 with an expiry date of 31 August 2027. The full terms and conditions of the SPP Shortfall Options are set out in Schedule 1 to this Notice;

(e) the SPP Shortfall Securities will be granted no later than 3 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);

(f) the issue price of the SPP Shortfall Shares will be $0.10 per Share;

(g) the SPP Shortfall Options will be offered for nil cash consideration as they are free attaching Options on the basis of one (1) attaching Option for every

two (2) SPP Shortfall Shares issued under the Shortfall Offer. Accordingly, no funds will be raised from the issue of these SPP Shortfall Options; and

(h) the purpose of the Shortfall Offer is to allow the Company to raise in aggregate up to $1,000,000 (before costs) from the SPP Offer and the Shortfall Offer. The Company intends to use the funds raised for the same purposes as funds raised under the Placement as set out in sections 1 and 2.4 of this Explanatory Statement.

5.5 Additional Information

The Board recommends that Shareholders vote in favour of Resolution 6.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

6. Resolution 7 – Ratification of prior issue of Shares – Bullion Drilling

6.1 Background

As announced by the Company to ASX on 5 March 2025, the Company engaged Bullion Drilling Co Pty Ltd (ACN 109 300 138) (**Bullion Drilling**) to provide 2,000 metres of RC drilling for the Oonagalabi Project.

The Company agreed to provide maximum consideration of $600,000, payable 50% in cash and 50% in Shares at a deemed issue price of $0.12 per Share, with 30% of the Shares voluntarily escrowed for 3 months from issue and 40% voluntarily escrowed for 6 months from issue.

The Company also granted Bullion Drilling a first right of refusal to conduct all RC drilling programs for the Company for 18 months commencing on 4 March 2025.

On 15 April 2025 the Company issued 834,713 Shares to Bullion Drilling in full and final satisfaction of Shares due to Bullion Drilling using its placement capacity affording under Listing Rule 7.1.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of these Shares to Bullion Drilling.

6.2 Listing Rules 7.1 and 7.4

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

The issue of 834,713 Shares to Bullion Drilling did not fit within any of the exceptions and, as it has not yet been approved by the Company's shareholders, it has effectively used 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 issue date.

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 pursuant to Listing Rule 7.1. If they do so, 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 into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder ratification, for the purposes of Listing Rule 7.4, of the issue of 834,713 Shares to Bullion Drilling.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the 834,713 Shares issued to Bullion Drilling will be excluded in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, the 834,713 Shares issued to Bullion Drilling will continue to be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

6.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of 834,713 Shares issued to Bullion Drilling:

(a) the Shares were issued to Bullion Drilling who is not a related party of the Company, member of the Company's Key Management Personnel, a substantial holder of the Company, advisor of the Company or any associate of any of these parties;

(b) a total of 834,713 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1;

(c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Shares were issued on 15 April 2025;

(e) no funds were raised from this issue as the Shares were issued in part consideration for drilling services rendered to the Company. The Shares were issued for a deemed issue price of 12 cents per Share, having a deemed value of $100,165.56; and

(f) the Shares were issued under an agreement titled 'Bullion Drilling Rights Agreement' between the Company and Bullion Drilling dated 14 April 2025 (**Drilling Rights Agreement**). The material terms of the Drilling Rights Agreement are summarised in Section 6.1 above.

6.5 Additional information

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

The Chairperson intends to exercise all available proxies in favour of Resolution 7.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Litchfield Minerals Limited (ACN 612 660 429).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes 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, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

Meeting means the meeting convened by this Notice.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means the placement described in Section 1 of the Explanatory Statement.

Placement Options means Options free attaching to Placement Shares under the Placement on the terms set out in Schedule 1.

Placement Securities means Placement Shares and Placement Options.

Placement Shares has Shares offered under the Placement as detailed in in Section 1 of the Explanatory Statement.

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.

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

Shareholder means a holder of a Share.

Shortfall Offer has the meaning given in Section 5.1.

SPP means the securities purchase plan detailed in Section 1.

SPP Options means free attaching Options to SPP Shares under the SPP on the terms set out in Schedule 1.

SPP Securities means SPP Shares and SPP Options.

SPP Shortfall Options means Options free attaching to SPP Shortfall Shares under the Shortfall Offer on the terms set out in Schedule 1.

SPP Shortfall Shares means Shares issued under the Shortfall Offer.

SPP Shares means Shares issued under the SPP.

SPP Shortfall Securities means SPP Shortfall Shares and SPP Shortfall Options.

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

SCHEDULE 1 – TERMS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the terms and conditions set out below.

(a) Each Option gives the Option Holder the right to subscribe for one Share.

(b) The Options will expire at 5.00 pm (WST) on 31 August 2027 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) The amount payable upon exercise of each Option will be $0.10 (**Exercise Price**).

(d) The Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, multiples of 5,000 must be exercised on each occasion. Where less than 5,000 Options are held, all Options must be exercised together.

(e) An Option Holder may exercise their Options by lodging with the Company, before the Expiry Date:

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

(ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds;

(f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(g) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(h) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.

(i) The Options are transferable with the consent of the Company.

(j) If at any time the issued capital of the Company is reorganised, all rights of an Option Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(k) There are no participating rights or entitlements inherent in the Options and Option Holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

(l) 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.

PROXY FORM

LITCHFIELD MINERALS LIMITED

LITCHFIELD MINERALS LIMITED
ACN 612 660 429

XCEND
INVESTOR SUPPORT

www.xcend.co
+61 (2) 7208 8033
support@xcend.co

«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Your General Meeting Proxy

Voting Instructions

Appointment of a Proxy
A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

Directing your Proxy How to Vote: If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Voting Exclusions and Prohibitions
Refer to the Notice of Meeting for detailed information of the voting exclusions and prohibitions, relating to Resolution 1.

Signing Instructions
You must sign this Proxy form as follows in the spaces provided:

- **Individual:** Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.
- **Joint holding:** Where the holding is in more than one name, all of the shareholders should sign.
- **Power of Attorney:** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.
- **Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Attending the Meeting

Attending in person: please bring this form with you as this will assist in registering your attendance.

If a representative of a corporate securityholder or Proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative" Form.

HOW TO

Lodge Your Proxy

Online Voting

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser:
https://investor.xcend.app/sha

You can also vote by the following:

- **Registered User:** enter your existing username & password and click voting.
- **New User,** firstly register at: https://investor.xcend.app/register Then once logged in, you may proceed to vote.

Post to Vote

Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225

Scan & Email to Vote

meetings@xcend.co

SRN/HIN: «AccountNumber»

Registered Name & Address
«EntityRegistrationDetailsLine1Envelope»
«EntityRegistrationDetailsLine2Envelope»
«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Your Proxy Form

Appoint a Proxy

I/we being members of **Litchfield Minerals Limited ("Company")** and entitled to attend and vote hereby appoint:

☐ **The Chair of the Meeting** (Mark box) **OR** If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the General Meeting of the Company to be held at Level 12, 10 Eagle Street, Brisbane QLD 4000 on Monday, 15 September 2025 at 10:00am (AEST) and at any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on Resolution 1 (except where the Shareholder has indicated a different voting intention on this Proxy Form) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **Saturday, 13 September 2025 at 10:00am (AEST). Please read the Notice of Meeting and voting instructions before marking any boxes with an X.** If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions		For	Against	Abstain
1a	Ratification of issue of Placement Securities issued under Listing Rule 7.1	☐	☐	☐
1b	Ratification of issue of Placement Securities issued under Listing Rule 7.1A	☐	☐	☐
2	Approval to issue Placement Securities to Director Dr Peter Eaglen (Chairman)	☐	☐	☐
3	Approval to issue Placement Securities to Director Matthew Pustahya (Managing Director)	☐	☐	☐
4	Approval to issue Placement Securities to Director Professor Mark Noppé (Non-executive Director)	☐	☐	☐
5	Approval of SPP Securities	☐	☐	☐
6	Approval of SPP Shortfall Securities	☐	☐	☐
7	Ratification of prior issue of Shares – Bullion Drilling	☐	☐	☐

Please Sign and Return

*** This section must be completed.**

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.