
ORE RESOURCES LIMITED
ACN 148 966 545
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: Thursday, 19 November 2026
PLACE: The offices of Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on Tuesday, 17 November 2026.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026."

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

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR ROBIN COX

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

"That, for the purposes of Article 6.3(c) of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Robin Cox, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE OPTION AGREEMENT

To consider and, if thought fit, to pass, 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 2,277,970 Shares, on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO NEVILLE POWER

To consider and, if thought fit, to pass the following resolution, with or without amendment, 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 5,750,000 incentive Performance Rights to Mr Neville Power (or his nominee(s)) under the Employee Incentive Plan, otherwise on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO NICHOLAS RATHJEN

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 7,750,000 incentive Performance Rights to Mr Nicholas Rathjen (or his nominee(s)) under the

Employee Incentive Plan, otherwise on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO ROBIN COX

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 4,600,000 incentive Performance Rights to Mr Robin Cox (or his nominee(s)) under the Employee Incentive Plan, otherwise on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO ROBERT WAUGH

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 2,850,000 incentive Performance Rights to Mr Robert Waugh (or his nominee(s)) under the Employee Incentive Plan, otherwise on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – REPLACEMENT OF CONSTITUTION

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

"That, for the purposes of section 136(2) and section 648G of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

Dated: 12 October 2026

By order of the Board

Silfia Morton
Company Secretary
Ore Resources Limited

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250BD(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval to issue incentive Performance Rights to Neville Power	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 5 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 5 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 5 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 6 – Approval to issue incentive Performance Rights to Nicholas Rathjen	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 6 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 6 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 6 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 7 – Approval to issue incentive Performance Rights to Robin Cox	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 7 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 7 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 7 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 8 – Approval to issue incentive Performance Rights to Robert Waugh	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.

Voting Exclusion Statements

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

Resolution 4 – Ratification of prior issue of Shares under the Option Agreement	Mr Graeme Tarabini and Mr Lance Fraser or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Approval to issue incentive Performance Rights to Neville Power	Mr Neville Power (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 6 – Approval to issue incentive Performance Rights to Nicholas Rathjen	Mr Nicholas Rathjen (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 7 – Approval to issue incentive Performance Rights to Robin Cox	Mr Robin Cox (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 8 – Approval to issue incentive Performance Rights to Robert Waugh	Mr Robert Waugh (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.

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 6383 7817.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://oreresources.com.au/>.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR ROBIN COX

3.1 General

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

Article 6.3(c) of the Constitution requires one-third of the Directors (other than the managing director), rounded down to the nearest whole number, to retire at each annual general meeting. The Directors to retire are those who have held office the longest since their last election or appointment (Article 6.3(e)).

Mr Robin Cox has held office without re-election since 26 November 2024 and, being eligible, retires by rotation and seeks re-election.

Further information in relation to Robin Cox is set out below.

Qualifications, experience and other material directorships	Mr Cox is an exploration geologist with over 15 years' experience in the management of green fields and brown fields exploration. Mr Cox has held various senior positions across a number of ASX listed companies and his passion for mineral exploration has resulted in multi commodity experience, including gold, lithium, nickel and uranium in various mineralisation styles and models. Mr Cox holds a BSc majoring in economic geology and is a member of the Australian Institute of Mining and Metallurgy (AusIMM). Mr Cox was responsible for the discovery of Lithium at Ore's Kangaroo Hills and Nevada Projects and previously was part of the exploration teams at De Grey Mining, Mineral Resources and Toro Energy. As Technical Director, Mr Cox has oversight and be responsible for managing the Company's exploration activities at the Company's 100% owned Coolgardie Gold and Lithium Projects and regional Western Australian projects.
Term of office	Mr Cox has served as a Director since 1 January 2023 and was last elected on 26 November 2024.
Independence	If re-elected, the Board considers that Mr Cox will be an independent Director.
Board recommendation	The Directors (other than Mr Cox) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Cox will be re-elected to the Board as a Director.

If this Resolution is not passed, Mr Cox will not continue as a Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As at the date of this Notice, the Company's market capitalisation is \$49,783,737 (based on the closing market price of Shares on ASX on 8 October 2026 of \$0.060). The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

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

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

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

REQUIRED INFORMATION		DETAILS																																								
		If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 8 October 2026. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.																																								
		<table><tr><th colspan="2" rowspan="5">Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)</th><th rowspan="5">Shares issued – 10% voting dilution</th><th colspan="3">DILUTION</th></tr><tr><th colspan="3">Issue Price</th></tr><tr><th>\$0.030</th><th>\$0.060</th><th>\$0.090</th></tr><tr><th>50% decrease</th><th>Issue Price</th><th>50% increase</th></tr><tr><th colspan="3">Funds Raised</th></tr><tr><td>Current</td><td>829,728,955</td><td>82,972,895</td><td>\$2,489,186</td><td>\$4,978,373</td><td>\$7,467,560</td></tr><tr><td>50% increase</td><td>1,244,593,433</td><td>124,459,343</td><td>\$3,733,780</td><td>\$7,467,560</td><td>\$11,201,340</td></tr><tr><td>100% increase</td><td>1,659,457,910</td><td>165,945,791</td><td>\$4,978,373</td><td>\$9,956,747</td><td>\$14,935,121</td></tr></table>					Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	DILUTION			Issue Price			\$0.030	\$0.060	\$0.090	50% decrease	Issue Price	50% increase	Funds Raised			Current	829,728,955	82,972,895	\$2,489,186	\$4,978,373	\$7,467,560	50% increase	1,244,593,433	124,459,343	\$3,733,780	\$7,467,560	\$11,201,340	100% increase	1,659,457,910	165,945,791	\$4,978,373	\$9,956,747	\$14,935,121
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*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.																																										
The table above uses the following assumptions:																																										
1. There are currently 829,728,955 Shares on issue.																																										
2. The issue price set out above is the closing market price of the Shares on the ASX on 8 October 2026 (being \$0.060) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.																																										
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.																																										
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.																																										
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.																																										
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.																																										
7. This table does not set out any dilution pursuant to approvals																																										

REQUIRED INFORMATION	DETAILS
	under Listing Rule 7.1 unless otherwise disclosed. 8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%. 9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 19 November 2025 (Previous Approval). During the 12-month period preceding the date of the Meeting, being on and from 19 November 2025, the Company issued 22,436,326 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 3.03% of the total diluted number of Equity Securities on issue in the Company on 19 November 2025, which was 740,266,457. Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

REQUIRED INFORMATION	DETAILS	
	DECEMBER 2025 PLACEMENT	
	Date of Issue and Appendix 2A	Date of Issue: 18 December 2025 Date of Appendix 2A: 19 December 2025
	Number and Class of Equity Securities Issued	22,436,326 Shares ²
	Issue Price and discount to Market Price ¹ (if any)	\$0.058 per Share (at a discount 9.38% to Market Price).
	Recipients	Professional and sophisticated investors who were identified through a bookbuild process, which involved Canaccord Genuity (Australia) Limited and Alpine Capital Pty Ltd, as joint lead managers to the placement, seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.
	Total Cash Consideration and Use of Funds	Amount raised: \$1,301,307 Amount spent: \$Nil Use of funds: The Company proposes to utilise the funds raised under the Placement towards: (a) the execution of expanded 2026 exploration work programmes at Coolgardie, including: (i) detailed geophysical work programmes and advanced target workup of the Miriam regional targets, which commenced in Q1 2026; (ii) approximately 30,000m of AC, RC and DD drilling at the Coolgardie Gold Project, which targeted further extensions to fresh rock and oxide gold lodes at Forrest, along with initial drill testing of new regional targets; (iii) including Burbanks East (Coolgardie), where AC drilling commenced following the successful grant of tenure; (b) the advancement of due diligence activities at Randalls, including further detailed assessment of high potential gold targets; (c) ongoing business development initiatives; and (d) general working capital requirements. Amount remaining: \$1,301,307 Proposed use of remaining funds: ⁴ The remaining funds are proposed to be applied towards ongoing exploration and development activities at the Company's Coolgardie and Randalls projects, business development initiatives and general working capital requirements.

REQUIRED INFORMATION	DETAILS
	Notes: 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company, ASX Code: OR3 (terms are set out in the Constitution). 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE OPTION AGREEMENT

5.1 Background to the Option Agreement

On 28 May 2026, the Company announced that it had entered into a binding option agreement with Mr Lance Fraser, Mr Graeme Tarabini and Mr Brett Scott, under which the vendors granted the Company an exclusive option (**Miriam Option**) to acquire six tenements adjacent to the Company's 100%-owned Miriam Gold Project, part of the Company's Coolgardie Gold Projects located in the Eastern Goldfields of Western Australia (**Option Agreement**).

The tenements the subject of the Option Agreement comprise four granted mining leases (M15/1255, M15/1819, M15/1818 and M15/1352), one special prospecting licence application (P15/5768-S) and one prospecting licence application (P15/5775), covering a total area of approximately 44.55 hectares.

The material terms of the Option Agreement were as follows:

- (a) **Option:** grant of the exclusive Miriam Option for a period of three months, in consideration for the payment by the Company of an upfront, non-refundable option fee of \$50,000 in cash; and
- (b) **Exercise:** on exercise, payment by the Company of \$500,000, comprising \$300,000 in cash and \$200,000 in Shares at a deemed issue price equal to the five-day VWAP of Shares immediately prior to the date of exercise of the Miriam Option, with the Shares to be subject to a six month voluntary escrow period; and

The Option Agreement was otherwise on terms considered standard for an agreement of its nature.

On 1 September 2026, following exercise of the Miriam Option, the Company issued 2,277,970 Shares to Mr Graeme Tarabini and Mr Lance Fraser, pursuant to the Company's available placement capacity under Listing Rule 7.1.

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

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

5.3 Listing Rule 7.4

Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the holders of ordinary securities subsequently approve it.

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

5.4 Technical information required by Listing Rule 14.1A

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

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

5.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Mr Lance Fraser (1,138,985 Shares) and Mr Graeme Tarabini (1,138,985 Shares).
Number and class of Securities issued	A total of 2,277,970 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. The Shares are subject to voluntary escrow for six months from the date of issue.
Date(s) on or by which the Securities were issued.	1 September 2026.
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of \$0.0878, which is equal to the five-day VWAP of Shares immediately prior to the date of exercise of the Miriam Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to partly satisfy the consideration payable on exercise of the Miriam Option, forming part of the Company's obligations under the Option Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Option Agreement, a summary of the material terms of which is set out in Sections 5.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

6. RESOLUTIONS 5 TO 8 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO DIRECTORS

6.1 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 up to an aggregate of 20,950,000 Performance Rights to Mr Neville Power, Mr Nicholas Rathjen, Mr Robin Cox and Mr Robert Waugh (or their nominee(s)) pursuant to the Employee Incentive Plan (**Plan**), in the allocations and on the material terms set out in the table below.

CLASS	QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	PERFORMANCE VESTING PERIOD
A	750,000	Mr Neville Power	5	The Company announcing to ASX the results of a pre-feasibility study or study of greater accuracy in respect of any of the Company's Projects, which demonstrates that the relevant Project is economically viable.	The date that is 3 years from the date of issue.
C	2,500,000			The volume weighted average market price of Shares over 20 consecutive trading days on which Shares have traded being equal to or greater than 150% of the volume weighted average market price of Shares over the five trading days immediately preceding the date of the Meeting.	The date that is 3 years from the date of issue.
D	2,500,000			The Company announcing to ASX the achievement of first commercial production at any of the Company's Projects.	The date that is 4 years from the date of issue.
A	750,000	Mr Nicholas Rathjen	6	As above for class A.	As above for class A.
B	3,500,000			The Company announcing to ASX the approval of a Mining Development and Closure Proposal in respect of any of the Company's Projects (in respect of any commodity).	The date that is 3 years from the date of issue.
D	3,500,000			As above for class D.	As above for class D.
A	600,000	Mr Robin Cox	7	As above for class A.	As above for class A.
B	2,000,000			As above for class B.	As above for class B.
D	2,000,000			As above for class D.	As above for class D.
A	350,000	Mr Robert Waugh	8	As above for class A.	As above for class A.
C	1,250,000			As above for class C.	As above for class C.
D	1,250,000			As above for class D.	As above for class D.

Each Performance Right will expire on the date that is five years from its date of issue, regardless of class. A Performance Right will lapse if the relevant Vesting Condition is not satisfied within the Performance Vesting Period for its class.

The Performance Rights are otherwise on the terms and conditions set out in Schedule 1.

6.2 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 nominee(s)) are to be issued Performance Rights should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

6.3 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.

As Performance Rights 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.

6.4 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.

6.5 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) providing the Directors with a further performance-linked incentive component of their remuneration for their ongoing services. 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 Resolutions are not passed, the Company will not be able to proceed with the issue. Consequently, the Company may need to find alternative means of incentivising its Directors, including paying an amount in cash, utilising the Company's cash reserves.

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

REQUIRED INFORMATION	DETAILS
Name of the persons	The proposed recipients of the Performance Rights are set out

REQUIRED INFORMATION	DETAILS
to whom Securities will be issued	in Section 6.1, or their nominee.
Categorisation under Listing Rule 10.14	Each of the proposed recipients falls within the category 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) is 20,950,000 which will be allocated as set out in the table included at Section 6.1 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
Material terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 3.
Material terms of any loan	No loan is being made in connection with the acquisition of the Performance Rights.
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 a Director and to provide cost effective remuneration to each of the Directors, enabling 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 vesting conditions 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 Performance

REQUIRED INFORMATION	DETAILS																				
	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: (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 services 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 Securities upon the terms proposed.																				
Remuneration package	The total remuneration package for each of the recipients for the previous two financial years and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027⁹</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr><tr><td>Mr Neville Power</td><td>\$67,200</td><td>\$748,623⁵</td><td>\$186,976¹</td></tr><tr><td>Mr Nicholas Rathjen</td><td>\$345,333</td><td>\$1,072,384⁶</td><td>\$624,562²</td></tr><tr><td>Mr Robin Cox</td><td>\$278,133</td><td>\$535,483⁷</td><td>\$336,144³</td></tr><tr><td>Mr Robert Waugh</td><td>\$44,800</td><td>\$233,990⁸</td><td>\$97,399⁴</td></tr></table> Notes: 1. Comprising Directors' fees/salary of \$60,000, a superannuation payment of \$6,900 and equity-based payments of \$120,076 2. Comprising Directors' fees/salary of \$300,000, a superannuation payment of \$34,500 and equity-based payments of \$290,062 3. Comprising Directors' fees/salary of \$240,000, a superannuation payment of \$27,600 and equity-based payments of \$68,544 4. Comprising Directors' fees/salary of \$40,667, a superannuation payment of \$4,677 and equity-based payments of \$52,056 5. Comprising Directors' fees of \$60,000, a superannuation payment of \$7,200 and equity-based payments of \$681,423. 6. Comprising salary of \$308,333, a superannuation payment of \$37,000 and equity-based payments of \$727,051. 7. Comprising salary of \$248,333, a superannuation payment of \$29,800 and equity-based payments of \$257,350. 8. Comprising Directors' fees of \$40,000, a superannuation payment of \$4,800 and equity-based payments of \$189,190. 9. Comprising Directors' fees or salary and superannuation only. The Company does not propose to change the base salary or fees of any Director for the financial year ending 30 June 2027. These amounts do not include the value of the Performance Rights the subject of Resolutions 5 to 8, or the accounting value of previously granted securities which will continue to be recognised as an expense in that financial year.	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027 ⁹	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Mr Neville Power	\$67,200	\$748,623 ⁵	\$186,976 ¹	Mr Nicholas Rathjen	\$345,333	\$1,072,384 ⁶	\$624,562 ²	Mr Robin Cox	\$278,133	\$535,483 ⁷	\$336,144 ³	Mr Robert Waugh	\$44,800	\$233,990 ⁸	\$97,399 ⁴
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2027 ⁹	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025																		
Mr Neville Power	\$67,200	\$748,623 ⁵	\$186,976 ¹																		
Mr Nicholas Rathjen	\$345,333	\$1,072,384 ⁶	\$624,562 ²																		
Mr Robin Cox	\$278,133	\$535,483 ⁷	\$336,144 ³																		
Mr Robert Waugh	\$44,800	\$233,990 ⁸	\$97,399 ⁴																		
Valuation	The Company values the Performance Rights at \$1,100,850, being \$0.063 per Performance Right other than the class C Performance Rights, which are valued at \$0.0046 each. The																				

REQUIRED INFORMATION	DETAILS																														
	Performance Rights have been valued by internal management using a combination of the Black-Scholes option pricing model and the binomial option pricing model. Further information on the valuation and the pricing methodology is set out in Schedule 2.																														
Interest in Securities	The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:																														
	As at the date of this Notice																														
	<table><tr><th>RELATED PARTY</th><th>SHARES</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Mr Neville Power</td><td>38,363,192¹</td><td>35,000,000²</td><td>Nil</td><td>4.62%</td><td>7.68%</td></tr><tr><td>Mr Nicholas Rathjen³</td><td>14,650,000</td><td>10,000,000⁴</td><td>13,000,000</td><td>1.77%</td><td>3.94%</td></tr><tr><td>Mr Robin Cox</td><td>8,101,731⁵</td><td>6,000,000⁶</td><td>7,000,000⁷</td><td>0.98%</td><td>2.21%</td></tr><tr><td>Mr Robert Waugh⁸</td><td>5,677,829</td><td>10,000,000⁹</td><td>Nil</td><td>0.68%</td><td>1.64%</td></tr></table>	RELATED PARTY	SHARES	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Mr Neville Power	38,363,192 ¹	35,000,000 ²	Nil	4.62%	7.68%	Mr Nicholas Rathjen ³	14,650,000	10,000,000 ⁴	13,000,000	1.77%	3.94%	Mr Robin Cox	8,101,731 ⁵	6,000,000 ⁶	7,000,000 ⁷	0.98%	2.21%	Mr Robert Waugh ⁸	5,677,829	10,000,000 ⁹	Nil	0.68%	1.64%
	RELATED PARTY	SHARES	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED																									
	Mr Neville Power	38,363,192 ¹	35,000,000 ²	Nil	4.62%	7.68%																									
	Mr Nicholas Rathjen ³	14,650,000	10,000,000 ⁴	13,000,000	1.77%	3.94%																									
	Mr Robin Cox	8,101,731 ⁵	6,000,000 ⁶	7,000,000 ⁷	0.98%	2.21%																									
	Mr Robert Waugh ⁸	5,677,829	10,000,000 ⁹	Nil	0.68%	1.64%																									
	Notes:																														
	1. Comprising: (a) 16,396,044 Shares held indirectly by Power Invest Pty Ltd (as trustee for Power Family Super A/C) in which Mr Power has a beneficial interest; and (b) 21,967,148 Shares held indirectly by Myube Investments Pty Ltd atf Myube Trust, in which Mr Power has a beneficial interest																														
2. An aggregate of 35,000,000 unlisted options held indirectly by Myube Investments Pty Ltd atf Myube Trust, in which Mr Power has a beneficial interest, comprising: (a) 5,000,000 unlisted options exercisable at \$0.10 each and expiring on 24 May 2029; (b) 5,000,000 unlisted options exercisable at \$0.14 each and expiring on 24 May 2029; (c) 5,000,000 unlisted options exercisable at \$0.18 each and expiring on 24 May 2029; (d) 10,000,000 unlisted options exercisable at \$0.09 each and expiring on 1 December 2028; and (e) 10,000,000 unlisted options exercisable at \$0.15 each and expiring on 1 December 2028.																															
3. Held indirectly by Aquitaine Private Equity Pty Ltd (trustee of Pot De Miel Family A/C) in which Mr Rathjen has a beneficial interest.																															
4. Comprising: (a) 5,000,000 unlisted options exercisable at \$0.15 each and expiring on 1 December 2028; and (b) 5,000,000 unlisted options exercisable at \$0.09 each and expiring on 1 December 2028																															
5. Comprising (a) 750,064 Shares held directly; (b) 2,250,000 Shares held indirectly by Bronte Cox, the spouse of Mr Robin Cox; and (c) 5,101,667 Shares held indirectly by Zephyr Professional Pty Ltd of which Mr Cox is a director and shareholder.																															
6. Comprising an aggregate of 6,000,000 options held indirectly by Bronte Jess Cox; (a) 3,000,000 unlisted options exercisable at \$0.15 each and expiring																															

REQUIRED INFORMATION	DETAILS																				
	on 1 December 2028; and (b) 3,000,000 unlisted options exercisable at \$0.09 each and expiring on 1 December 2028. 7. Held indirectly by Bronte Jess Cox. 8. Held indirectly by Mr Robert Waugh & Mrs Sara Waugh (as trustee for Waugh Family A/C) in which Mr Waugh has a beneficial interest. 9. Comprising: (a) 2,000,000 unlisted options exercisable at \$0.10 each and expiring 13 December 2028; (b) 2,000,000 unlisted options exercisable at \$0.14 each and expiring 13 December 2028; (c) 3,000,000 unlisted options exercisable at \$0.09 each and expiring 1 December 2028; and (d) 3,000,000 unlisted options exercisable at \$0.15 each and expiring 1 December 2028.																				
	Post issue <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Mr Neville Power</td><td>38,363,192</td><td>35,000,000</td><td>5,750,000</td></tr><tr><td>Mr Nicholas Rathjen</td><td>14,650,000</td><td>10,000,000</td><td>20,750,000</td></tr><tr><td>Mr Robin Cox</td><td>8,101,731</td><td>6,000,000</td><td>11,600,000</td></tr><tr><td>Mr Robert Waugh</td><td>5,677,829</td><td>10,000,000</td><td>2,850,000</td></tr></table>	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Mr Neville Power	38,363,192	35,000,000	5,750,000	Mr Nicholas Rathjen	14,650,000	10,000,000	20,750,000	Mr Robin Cox	8,101,731	6,000,000	11,600,000	Mr Robert Waugh	5,677,829	10,000,000	2,850,000
	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS																	
	Mr Neville Power	38,363,192	35,000,000	5,750,000																	
	Mr Nicholas Rathjen	14,650,000	10,000,000	20,750,000																	
	Mr Robin Cox	8,101,731	6,000,000	11,600,000																	
Mr Robert Waugh	5,677,829	10,000,000	2,850,000																		
Notes: 1. Fully paid ordinary shares in the capital of the Company (ASX: OR3).																					
Dilution	If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 20,950,000 Shares would be issued. This will increase the number of Shares on issue from 829,728,955 (being the total number of Shares on issue as at the date of this Notice) to 850,678,955 (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 diluted by an aggregate of 2.46%, comprising 0.68% by Mr Neville Power, 0.91% by Mr Nicholas Rathjen, 0.54% by Mr Robin Cox and 0.34% by Mr Robert Waugh.																				
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.105</td><td>15 May 2026</td></tr><tr><td>Lowest</td><td>\$0.0310</td><td>15, 26 and 29 September 2025</td></tr><tr><td>Last</td><td>\$0.060</td><td>8 October 2026</td></tr></table>		PRICE	DATE	Highest	\$0.105	15 May 2026	Lowest	\$0.0310	15, 26 and 29 September 2025	Last	\$0.060	8 October 2026								
	PRICE	DATE																			
Highest	\$0.105	15 May 2026																			
Lowest	\$0.0310	15, 26 and 29 September 2025																			
Last	\$0.060	8 October 2026																			
Securities previously issued to the recipient/(s) under the Plan	The Performance Rights previously issued to the Directors under the Plan (each for nil consideration) are set out in the table below. <table><tr><th>DIRECTOR</th><th>NUMBER OF PERFORMANCE RIGHTS</th><th>DATE</th></tr><tr><td>Mr Nicholas Rathjen</td><td>10,000,000</td><td>1 December 2025</td></tr></table>	DIRECTOR	NUMBER OF PERFORMANCE RIGHTS	DATE	Mr Nicholas Rathjen	10,000,000	1 December 2025														
DIRECTOR	NUMBER OF PERFORMANCE RIGHTS	DATE																			
Mr Nicholas Rathjen	10,000,000	1 December 2025																			

REQUIRED INFORMATION	DETAILS		
	Mr Robin Cox	7,000,000	1 December 2025
	Mr Robert Waugh	1,500,000	13 December 2024
	Mr Nicholas Rathjen	19,500,000	28 November 2023
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 these Resolutions are 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.		

7. RESOLUTION 9 – REPLACEMENT OF CONSTITUTION

7.1 General

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

The Constitution was adopted by Shareholders on 23 March 2016, when the Company was named Auroch Minerals Limited. This Resolution is a special resolution which will enable the Company to repeal the Constitution and adopt a new constitution (**Proposed Constitution**) of the type required for a listed public company limited by shares, updated to reflect the current provisions of the Corporations Act and the Listing Rules.

A summary of the material proposed changes is set out in Section 8.2 below. The summary is not exhaustive and Shareholders should review the Proposed Constitution in full. A copy of the Proposed Constitution is available for review by Shareholders on the Company's website at <https://oreresources.com.au/> and at the office of the Company, and can be sent to Shareholders on request to the Company Secretary on +61 8 6383 7817. Shareholders are invited to contact the Company if they have any queries.

The Constitution has contained proportional takeover approval provisions in Schedule 5 since 23 March 2016. Those provisions were renewed by Shareholders on 16 December 2020 and again on 22 November 2023, and will cease to apply on 22 November 2026 unless renewed. The Proposed Constitution contains equivalent provisions, so adopting it will renew them for a further three years from the date of the Meeting. The information required by section 648G(5) of the Corporations Act is set out in Section 8.3.

For this Resolution to be passed, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution who vote in person, by proxy, by attorney or, in the case of a corporate Shareholder, by corporate representative must be cast in favour of the Resolution.

7.2 Summary of material proposed changes

Employee incentive securities plan (Clause 2.4)

Under Division 1A of Part 7.12 of the Corporations Act, which took effect on 1 October 2022, offers under an employee incentive scheme that do not require a monetary payment

	(such as performance rights or zero exercise price options) may be made without an issue cap. Offers requiring a monetary payment, whether on grant or on exercise or vesting, must be accompanied by an ESS offer document and comply with an issue cap. The cap is 5% under the Corporations Act unless a higher cap is set by the company's constitution. The Constitution does not contain an issue cap. The Proposed Constitution sets the issue cap at 10%.
Restricted securities (Clause 2.13)	Articles 4.2(b), 4.5(d), 5.12(h) and 10.1(f) of the Constitution restrict the disposal of restricted securities during the escrow period and suspend voting and dividend rights while a breach continues, but predate the changes to Listing Rule 15.12 which took effect on 1 December 2019. Clause 2.13 of the Proposed Constitution reflects the current requirements of Listing Rule 15.12, including that a holder of restricted securities is taken to have agreed to those securities being held on the issuer sponsored subregister with a holding lock applied, and is not entitled to participate in a return of capital on those securities during the escrow period.
Minimum securities holding (Clause 3)	Schedule 4 of the Constitution permits the Company to sell holdings of Shares that are less than a marketable parcel. Clause 3 of the Proposed Constitution extends that power to all of the Company's quoted securities, as permitted by Listing Rule 15.13. The existing protections for holders are unchanged. The procedure may only be used once in any 12 month period, a holder must be given at least 6 weeks' written notice in which to elect to retain its holding, and the power of sale lapses on the announcement of a takeover bid.
Capital reductions (Clause 10.2)	Article 2.5 of the Constitution permits the Company to reduce its share capital, including by distributing securities in another body corporate. Clause 10.2 of the Proposed Constitution also permits the Company to arrange for a nominee to sell securities that would otherwise leave a Shareholder holding a parcel of less than \$500 worth of securities following a reduction of capital.
Financial assistance (Clause 10.4)	The Constitution does not deal with the giving of financial assistance. Clause 10.4 of the Proposed Constitution confirms that the Company may give financial assistance for the acquisition of its Shares in accordance with Part 2J.3 of the Corporations Act.
Voting at general meetings (Clauses 13.12 and 13.16)	Article 5.9(b) of the Constitution provides that a resolution is decided on a show of hands unless a poll is demanded. Clause 13.16 of the Proposed Constitution requires a resolution to be decided on a poll where the notice of meeting set out an intention to propose the resolution and stated the resolution, where the Company has given notice of the resolution under section 249O of the Corporations Act, or where a poll is demanded. It also requires the chairperson to demand a poll if, having regard to the proxies and direct votes received, the outcome may differ from the outcome on a show of hands. This reflects section 250JA of the Corporations Act and Recommendation 6.4 of the ASX Corporate Governance Principles and Recommendations (4th edition). Clause 13.12 of the Proposed Constitution also gives the chairperson of a general meeting a casting vote in the case of an equality of votes. The Constitution contains no equivalent provision.
Direct voting	The Constitution does not provide for direct voting. The

(Clause 13)	Proposed Constitution allows Shareholders to exercise their voting rights by direct vote, in addition to their existing rights to appoint a proxy. Votes cast by direct vote are taken to have been cast on the poll as if the Shareholder had cast them at the meeting. Direct voting is only available where the Directors elect that votes may be cast by direct vote and determine the manner in which they are to be cast, in which case the notice of meeting will include information on how direct voting applies.
Use of technology (Clause 14)	The Proposed Constitution permits general meetings to be held at one or more physical venues using technology, or using virtual technology only, to the extent permitted by the Corporations Act, the Listing Rules and any other applicable law. The Constitution predates the permanent framework for hybrid and virtual meetings introduced by the Corporations Amendment (Meetings and Documents) Act 2022.
Number of Directors (Clause 15.1)	Article 6.1 of the Constitution provides for a minimum of 3 and a maximum of 10 Directors. Clause 15.1 of the Proposed Constitution provides for a minimum of 3 and a maximum of 9 Directors, which may be varied by ordinary resolution of Shareholders.
Rotation of Directors (Clause 15.2)	Article 6.3(c) of the Constitution requires one third of the Directors, other than the managing director, to retire by rotation at each annual general meeting, in addition to the requirement in Article 6.3(b) that a Director retire no later than the third annual general meeting or 3 years following their last election or appointment, whichever is longer. Clause 15.2 of the Proposed Constitution removes the one third rotation requirement and instead reflects Listing Rule 14.4, under which a Director, other than one managing director, must not hold office without re-election past the third annual general meeting following the Director's appointment or last election, or for more than 3 years, whichever is longer, and Listing Rule 14.5, which requires an election of Directors at each annual general meeting. If no Director is otherwise standing for election or re-election at an annual general meeting, the Director who has held office the longest without re-election must retire and stand for re-election.
Proportional takeover provisions (Clause 37)	Schedule 5 of the Constitution contains proportional takeover approval provisions, which were last renewed by Shareholders on 22 November 2023 and cease to apply on 22 November 2026. Clause 37 of the Proposed Constitution contains provisions in substantially the same form, so that adopting the Proposed Constitution renews them for a further three years. The information required by section 648G(5) of the Corporations Act is set out in Section 8.3.

7.3 Technical information required by section 648G(5) of the Corporations Act

Overview	A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act. This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption or
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	last renewal of the clause.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Review of proportional takeover provisions	The proportional takeover provisions were included in the Constitution when it was adopted on 23 March 2016 and were last renewed by Shareholders on 22 November 2023. No takeover bid, proportional or otherwise, has been made for the Company while the provisions have been in effect. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the provisions for the Directors or for Shareholders during that period, and the Directors are not aware of any potential takeover bid having been discouraged by the provisions.
Potential advantages and disadvantages of proportional takeover provisions	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted. The potential advantages of the proportional takeover provisions for Shareholders include: (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. The potential disadvantages of the proportional takeover provisions for Shareholders include: (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid

	succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

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.

7.1A Mandate has the meaning given in Section 4.1.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

Company means Ore Resources Limited (ACN 148 966 545).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less.

Employee Incentive Plan or **Plan** means the Company's employee incentive plan, a summary of the material terms of which is set out in Schedule 3.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Meeting means the meeting convened by the Notice.

Miriam Option has the meaning given in Section 6.1.

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

Option means an option to acquire a Share.

Option Agreement has the meaning given in Section 6.1.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given in Section 5.1.

Proxy Form means the proxy form accompanying the Notice.

Projects means the mineral exploration, development and mining projects comprising the tenements in which the Company or any of its subsidiaries holds an interest from time to time, and

Project means any one of them.

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

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

VWAP means volume weighted average price.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.										
2.	Plan	The Performance Rights are granted under the Company's Employee Incentive Plan (Plan). Defined terms in these terms and conditions have the same meaning as in the 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	Nil consideration is payable for the Performance Rights.										
4.	Expiry Date	Each Performance Right 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: <table><tr><th>CLASS</th><th>EXPIRY DATE</th></tr><tr><td>A</td><td>5 years from the date of issue.</td></tr><tr><td>B</td><td>5 years from the date of issue.</td></tr><tr><td>C</td><td>5 years from the date of issue.</td></tr><tr><td>D</td><td>5 years from the date of issue.</td></tr></table> (Expiry Date). For the avoidance of doubt, any unredeemed Performance Rights will automatically lapse on the Expiry Date.	CLASS	EXPIRY DATE	A	5 years from the date of issue.	B	5 years from the date of issue.	C	5 years from the date of issue.	D	5 years from the date of issue.
CLASS	EXPIRY DATE											
A	5 years from the date of issue.											
B	5 years from the date of issue.											
C	5 years from the date of issue.											
D	5 years from the date of issue.											
5.	Vesting Conditions	The Performance Rights shall vest as follows: <table><tr><th>CLASS</th><th>VESTING CONDITION</th></tr><tr><td>A</td><td>Within 3 years from the date of issue, the Company announcing to ASX the results of a pre-feasibility study or feasibility study of greater accuracy in respect of any of the Company's Projects, which demonstrates that the relevant Project is economically viable.</td></tr><tr><td>B</td><td>Within 3 years from the date of issue, the Company announcing to ASX the approval of a Mining Development and Closure Proposal in respect of any of the Company's Projects (in respect of any commodity).</td></tr><tr><td>C</td><td>Within 3 years from the date of issue, the volume weighted average market price of Shares over 20 consecutive trading days on which Shares have traded being equal to or greater than 150% of the volume weighted average market price of Shares over the five trading days immediately preceding the date of the Meeting.</td></tr><tr><td>D</td><td>Within 4 years from the date of issue, the Company announcing to ASX the achievement of first commercial production at any of the Company's Projects.</td></tr></table> each, a Vesting Condition.	CLASS	VESTING CONDITION	A	Within 3 years from the date of issue, the Company announcing to ASX the results of a pre-feasibility study or feasibility study of greater accuracy in respect of any of the Company's Projects, which demonstrates that the relevant Project is economically viable.	B	Within 3 years from the date of issue, the Company announcing to ASX the approval of a Mining Development and Closure Proposal in respect of any of the Company's Projects (in respect of any commodity).	C	Within 3 years from the date of issue, the volume weighted average market price of Shares over 20 consecutive trading days on which Shares have traded being equal to or greater than 150% of the volume weighted average market price of Shares over the five trading days immediately preceding the date of the Meeting.	D	Within 4 years from the date of issue, the Company announcing to ASX the achievement of first commercial production at any of the Company's Projects.
CLASS	VESTING CONDITION											
A	Within 3 years from the date of issue, the Company announcing to ASX the results of a pre-feasibility study or feasibility study of greater accuracy in respect of any of the Company's Projects, which demonstrates that the relevant Project is economically viable.											
B	Within 3 years from the date of issue, the Company announcing to ASX the approval of a Mining Development and Closure Proposal in respect of any of the Company's Projects (in respect of any commodity).											
C	Within 3 years from the date of issue, the volume weighted average market price of Shares over 20 consecutive trading days on which Shares have traded being equal to or greater than 150% of the volume weighted average market price of Shares over the five trading days immediately preceding the date of the Meeting.											
D	Within 4 years from the date of issue, the Company announcing to ASX the achievement of first commercial production at any of the Company's Projects.											
6.	Redemption Period	Performance Rights that vest upon satisfaction of the relevant Vesting Conditions may be redeemed for a Share at any time commencing on the date the Vesting Condition is satisfied and ending on the Expiry Date (Redemption Period), in accordance with clause 7 below. A vested Performance Right not redeemed by its holder by the end of the Redemption Period will be automatically cancelled for nil consideration.										

7.	Notice of Redemption of vested Performance Right	A holder of a vested Performance Right who continues to be a Director (or who is the nominee of a continuing Director) has the right to redeem vested Performance Rights for a number of Shares as are equal to the number of such vested Performance Rights on written notice given to the Company prior to the end of the Redemption Period. Those Performance Rights will automatically be cancelled upon their redemption.
8.	Restrictions on dealing with Performance Rights	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan with the consent of the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.
9.	Timing of issue of Shares and quotation of Shares on redemption	Within five Business Days after the later of the following: (a) receipt by the Company of a notice of redemption of vested Performance Rights given in accordance with clause 7; (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information (if there is no such information the relevant date will be five (5) business days after the date of receipt of a notice of redemption, the Company will: (c) allot and issue the Shares pursuant to the vesting of the Performance Rights; (d) as soon as reasonably practicable and 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 (e) apply for official quotation on ASX of Shares issued pursuant to the redemption of the Performance Rights.
10.	Quotation of the Shares Issued on redemption	If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the vesting of the Performance Rights.
11.	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 holder holding Performance Rights 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.
12.	Rights attaching to Performance Rights	A holder of the Performance Rights is not entitled to:: (a) notice of, or to vote or attend at, a meeting of the Shareholders; (b) receive any dividends declared by the Company; (c) any right to a return of capital, whether in winding up of the Company, upon a reduction of capital in the Company or otherwise; (d) participate in any new issues of securities offered to Shareholders during the term of the Performance Rights; or

		(e) cash for the Performance Right or any right to participate in surplus assets or profits of the Company on winding up, unless and until the Performance Rights are satisfied and the holder holds Shares.
13.	Forfeiture Conditions	Performance Rights will be forfeited in the following circumstances: (a) in the case of unvested Performance Rights only, where the Participant ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and its subsidiaries and they are not a Good Leaver); (b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any policy of the Company or its subsidiaries or wilfully breaches their duties to the Company or its subsidiaries and the Board exercises its discretion to deem some or all of the Performance Rights held by a Participant to have been forfeited; (c) where there is a failure to satisfy the Vesting Conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent or their Nominee (if applicable) becomes insolvent; or (e) on the Expiry Date, subject to the discretion of the Board.
14.	Restrictions on transfer of Shares on redemption	Shares issued on redemption 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 redemption 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 Corporations Act; (b) all Shares issued on redemption 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 redemption of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website.
15.	Participation in new issues	If during the term of any Performance Right, the Company makes a pro rata issue of securities to the Shareholders by way of a rights issue, a holder shall not be entitled to participate in the rights issue in respect of any Performance Rights, only in respect of Shares issued in respect of vested Performance Rights.

16.	Adjustment for bonus issue	If, during the term of any Performance Right, securities are issued pro rata to Shareholders generally by way of bonus issue, the number of Shares to which the holder is then entitled, shall be increased by that number of securities which the holder would have been issued if the Performance Rights then held by the holder were vested immediately prior to the record date for the bonus issue.
17.	Change of Control	(a) For the purposes of these terms and conditions, a "Change of Control Event" occurs if: (i) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement; (ii) a Takeover Bid (as defined in Schedule 3): (A) is announced; (B) has become unconditional; and (C) the person making the takeover bid has a relevant interest (as that term is defined in the Corporations Act) (Relevant Interest) in fifty percent (50%) or more of the issued Shares; (iii) any person acquires a Relevant Interest in fifty and one-tenths percent (50.1%) or more of the issued Shares by any other means; or (iv) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed. (b) Where a Change of Control Event has (i) occurred, or (ii) been announced by the Company and, in the opinion of the Board, will or is likely to occur, all granted Performance Rights which have not yet vested or lapsed will automatically and immediately vest, regardless of whether any Vesting Conditions have been satisfied.
18.	Quotation	The Company will not seek official quotation of any Performance Rights.
19.	Performance Rights Not Property	A holder's Performance Rights are personal contractual rights granted to the holder only and do not constitute any form of property.
20.	No Transfer of Performance Rights	Unless otherwise determined by the Board, Performance Rights cannot be transferred to or vest in any person other than the holder.
21.	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 Shares for Participants under the Plan and delivering Shares to Participants for an issue of Shares upon the vesting of a Performance Right or otherwise.

SCHEDULE 2 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 5 to 8 have been valued by internal management.

Using the combination of Black & Scholes option model and the binomial options pricing model, and based on the assumptions set out below, the Performance Rights were ascribed the following value:

ASSUMPTIONS:	
Valuation date	5 October 2026
Market price of Shares	\$0.063
Exercise price	Nil
Expiry date (length of time from issue)	5 years from issue date
Risk free interest rate	4.88%
Volatility (discount)	100%
Indicative value per Performance Right	\$0.063
Indicative value per class C Performance Right (Mr Neville Power and Mr Robert Waugh)	\$0.0046
Total Value of Performance Rights	\$1,100,850
- Mr Neville Power (Resolution 5)	\$216,250
- Mr Nicholas Rathjen (Resolution 6)	\$488,250
- Mr Robin Cox (Resolution 7)	\$289,800
- Mr Robert Waugh (Resolution 8)	\$106,550

SCHEDULE 3 – TERMS AND CONDITIONS OF EMPLOYEE INCENTIVE PLAN

The terms of the Employee Incentive Plan (**Plan**) are summarised below. A copy of the Plan can be obtained by contacting the Company.

Definitions

1. For the purposes of the Plan:

1.1 **Eligible Participant** means:

- (a) Directors and Employees who are determined by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives; or
- (b) any other person who is determined by the Board in its sole and absolute discretion to be eligible to receive grants of Employee Incentives.

1.2 **Employee** means an employee or service provider of the Company or any of its subsidiaries.

1.3 **Employee Incentive** means any:

- (a) Share, Option or Performance Right granted, issued or transferred; or
- (b) Share(s) issued pursuant to the exercise of an Option or conversion of a Performance Right, under the Plan.

1.4 **Participant** means:

- (a) an Eligible Participant who has been granted Employee Incentives under the Plan; or
- (b) where an Eligible Participant has made a nomination:
 - (i) the Eligible Participant; or
 - (ii) the nominee of the Eligible Participant who has been granted Employee Incentives under the Plan,

as the context requires.

1.5 **Good Leaver** means a Participant who ceases to be an Eligible Participant in any of the following circumstances:

- (a) the Participant and Board have agreed in writing that the Participant has entered into bona fide retirement;
- (b) the Participant and the Board have agreed in writing that the Participant's role has been made redundant;
- (c) the Participant is resigning after at least 3 years of service to the Company;
- (d) the Participant's role has been terminated without cause;
- (e) the Board has determined (in its sole and absolute discretion) that:
 - (i) Special Circumstances apply to the Participant; or
 - (ii) the Participant is no longer able to perform their duties under their engagement or employment arrangements with the Company due to poor health, injury or disability;
- (f) the Participant's death; or
- (g) any other circumstance determined by the Board in writing.

- 1.6 **Bad Leaver** means a Participant who ceases to be an Eligible Participant and does not meet the Good Leaver criteria.
- 1.7 **Special Circumstance** means the total and permanent disablement of the Participant such that the Participant is unlikely ever to engage in any occupation for which the Participant is reasonably qualified by education, training or experience.
- 1.8 **Vesting Conditions** means any condition(s) (as specified in the Offer and determined by the Board in its sole and absolute discretion) which must be satisfied or waived prior to the Employee Incentives vesting in a Participant.

Participation

2. The Board may from time to time in its sole and absolute discretion determine that an Eligible Participant may participate in the Plan.
3. Following determination that an Eligible Participant may participate in the Plan, the Board may at any time, and from time to time, make an Offer to the Eligible Participant.

Offer

4. The manner, form, content, timing and frequency of Offers will be as determined by the Board in its sole and absolute discretion.
5. An Offer must be set out in an Offer Letter delivered to the Eligible Participant. The Offer Letter may specify (as determined by the Board):
- (a) the number of Shares, Options or Performance Rights;
 - (b) the Grant Date;
 - (c) the fee payable by the Eligible Participant on the grant of Shares, Options or Performance Rights (if any);
 - (d) the Vesting Conditions (if any);
 - (e) the Exercise Price (if any);
 - (f) the Exercise Period (if applicable);
 - (g) the Performance Period (if applicable); and
 - (h) the Expiry Date and Term (if applicable).
6. An Offer must be accompanied by an Application, the terms and conditions of the relevant Employee Incentives and a copy of this Plan.

Nominee

7. Unless expressly permitted in the Offer or by the Board, an Eligible Participant may only submit an Application in the Eligible Participant's name and not on behalf of any other person.
8. If an Eligible Participant is permitted in the Offer or by the Board, the Eligible Participant may nominate a Related Party (**Nominee**) to be issued the Employee Incentives the subject of the Offer.
9. The Board may in its discretion resolve not to allow a Nominee to be issued or transferred the Employee Incentives the subject of the Offer without giving any reason for that decision.

Employee Share Trust

10. The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Shares for Participants under the Plan and delivering Shares to Participants for an issue of Shares upon exercise of the Options or the vesting of a Performance Right or otherwise.

Employee Loan

11. The Board may, in its absolute discretion, offer to a Participant a limited recourse, interest free loan to be made by the Company to the Participant for an amount equal to the issue price for the Shares offered to the Participant pursuant to the relevant Offer.

Vesting Conditions

12. The Board may at its sole discretion determine the Vesting Conditions which will apply to any Employee Incentives. The Vesting Conditions will specify the criteria that the Eligible Participant is required to meet in the specified Performance Period (if any) in order to exercise Options or for Performance Rights to vest to become entitled to receive Shares under this Plan.
13. The Board may vary the Vesting Conditions and/or the Performance Period after the grant of those Employee Incentives, subject to:
 - (a) the Company complying with any applicable laws;
 - (b) the Vesting Conditions and/or the Performance Period as varied being no less favourable to the Participant than the terms upon which the Employee Incentives were originally granted; and
 - (c) the Board promptly notifying a Participant of any such variation.
14. The Board will determine in its sole discretion whether (and, where applicable, to what extent) the Participant has satisfied the Vesting Conditions applicable to the relevant Performance Period. As soon as practicable after making that determination the Board must inform the Participant of that determination by issuing the Participant a Vesting Notification.
15. Where Employee Incentives have not satisfied the Vesting Conditions within the Performance Period, those Employee Incentives will automatically lapse.

Cashless Exercise

16. The terms of any Options may provide that a Participant may elect to pay the exercise price for each Option by setting off the total exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the exercise price has been set off.

Lapsing of Employee Incentives

17. Subject to the Board's absolute discretion, any vested and unexercised and/or unconverted Employee Incentives and unvested Employee Incentives shall automatically lapse and be cancelled for no consideration on the earliest to occur of the following:
 - (a) where the Participant is a Bad Leaver;
 - (b) where a Participant has engaged in fraudulent or dishonest actions;
 - (c) if the applicable Vesting Conditions are not achieved by the end of the relevant Performance Period;
 - (d) if the Board determines in its reasonable opinion that the applicable Vesting Conditions have not been met or cannot be met prior to the Expiry Date or the end of the relevant Performance Period (as applicable);
 - (e) the Expiry Date;
 - (f) the receipt by the Company of notice from the Participant that the Participant has elected to surrender the Employee Incentives; or
 - (g) any other circumstances specified in any Offer Letter pursuant to which the Employee Incentives were issued.

Good Leaver

18. Subject to clause 19, where a Participant who holds Employee Incentives becomes a Good Leaver, the Board may at any time, in its sole and absolute discretion, do one or more of the following:
- (a) permit unvested Employee Incentives held by the Good Leaver to vest;
 - (b) permit such unvested Employee Incentives held by the Good Leaver or his or her nominee(s) to continue to be held by the applicable holder, with the Board having the discretion to amend the Vesting Conditions or reduce the Exercise Period of such unvested Employee Incentives; or
 - (c) determine that the unvested Employee Incentives will lapse.
19. Where a person is a Good Leaver due to a Special Circumstance, the Nominated Beneficiary shall be entitled to benefit from any exercise of the above discretionary powers by the Board.

Bad Leaver

20. Where a Participant who holds Employee Incentives becomes a Bad Leaver unless the Board determines otherwise, in its sole and absolute discretion:
- (a) all vested and unexercised and/or unconverted Employee Incentives; and
 - (b) all unvested Employee Incentives,
 - (c) will lapse.

Fraudulent or Dishonest Actions

21. Where, in the reasonable opinion of the Board, a Participant or Former Participant (which for the avoidance of doubt may include a Good Leaver):
- (a) acted fraudulently or dishonestly;
 - (b) willfully breached his or her duties to the Company or any member of the Group;
 - (c) had, by any act or omission, in the opinion of the Board (determined in its absolute discretion):
 - (i) brought the Company, the Group, its business or reputation into disrepute; or
 - (ii) is contrary to the interest of the Company or the Group;
 - (d) committed any material breach of the provisions of any employment contract entered into by the Participant with any member of the Group;
 - (e) committed any material breach of any of the policies of the Group or procedures or any applicable laws applicable to the Company or Group;
 - (f) subject to allegations, had been accused of, charged with or convicted of fraudulent or dishonest conduct in the performance of the Participant's (or Former Participant's) duties, which in the reasonable opinion of the relevant directors of the Group effects the Participant's suitability for employment with that member of the Group, or brings the Participant or the relevant member of the Group into disrepute or is contrary to the interests of the Company or the Group;
 - (g) is subject to allegations, had been accused of, charged with or convicted of any criminal offence which involves fraud or dishonesty or any other criminal offence which Board determines (in its absolute discretion) is of a serious nature;
 - (h) had committed any wrongful or negligent act or omission which has caused any member of the Group substantial liability had become disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act

- or has committed any act that, pursuant to the Corporations Act, may result in the Participant being banned from managing a corporation;
- (i) had committed serious or gross misconduct, willful disobedience or any other conduct justifying termination of employment without notice;
- (j) had willfully or negligently failed to perform their duties under any employment contract entered into by the Participant with any member of the Group;
- (k) had engaged in a transaction which involves a conflict of interest to their employment with the Company resulting in the Participant or Former Participant obtaining a personal benefit;
- (l) accepted a position to work with a competitor of the Company or Group;
- (m) acted in such a manner that could be seen as being inconsistent with the culture and values of the Company or the Group; or
- (n) any other act that the Board determines in its absolute discretion to constitute fraudulent or dishonest by the Participant or Former Participant,
- (o) then the Board may (in its absolute discretion) deem that all, or part of, any:
- (p) vested and unexercised and/or unconverted Employee Incentives; and/or
- (q) unvested Employee Incentives,
- (r) held by the Participant or Former Participant will automatically be forfeited.

Discretion of the Board

22. The Board may decide to allow a Participant to:

- (a) retain and exercise any or all of their Options, whether or not the Vesting Conditions have been satisfied during the Performance Period, and whether or not the Options would otherwise have lapsed, provided that no Options will be capable of exercise later than the relevant Expiry Date for those Options; and
- (b) retain any Performance Rights regardless of:
 - (i) the expiry of the Performance Period to which those Performance Rights relate; or
 - (ii) any failure by the Participant to satisfy in part or in full the Vesting Conditions specified by the Board in respect of those Performance Rights;

in which case, the Board may:

- (iii) determine that any or all of those retained Performance Rights shall vest and the corresponding Shares shall be provided to the Participant; or
- (iv) determine a new Performance Period or Vesting Conditions (as applicable) for those retained Performance Rights and notify the Participant of the determination as soon as practicable.

Change of Control

23. The terms of any Performance Rights or Options may provide that where a Change of Control Event has (i) occurred or (ii) been announced by the Company and, in the opinion of the Board, will or is likely to occur:

- (a) all granted Performance Rights which have not yet vested or lapsed shall automatically and immediately vest, regardless of whether any Vesting Conditions have been satisfied;
- (b) all Options will vest and a Participant may exercise any or all of their Options, regardless of whether the Vesting Conditions have been satisfied, provided that no Option will be capable of exercise later than the Expiry Date; and

- (c) if the Board has procured an offer for all holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event and the Board has specified (in its absolute discretion) a period during which the holders of Options may elect to accept the offer and, if the Participant has not so elected at the end of that offer period, the Options, if not exercised within 10 days of the end of that offer period, shall expire.
24. For the purposes of these terms and conditions, a **Change of Control Event** occurs if:
- (a) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, or any reconstruction, consolidation, subdivision, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - (b) a Takeover Bid:
 - (i) is announced;
 - (ii) has become unconditional; and
 - (iii) the person making the Takeover Bid has a Relevant Interest in fifty percent (50%) or more of the issued Shares;
 - (c) any person acquires a Relevant Interest in fifty and one-tenth percent (50.1%) or more of the issued Shares by any other means; or
 - (d) the announcement by the Company that a sale or transfer (in one transaction or a series of related transactions) of the whole or substantially the whole of the undertaking and business of the Company has been completed.

Holding Lock

25. The Board may at any time request that the Company's share registry to impose a holding lock on any Employee Incentives issued pursuant to the Plan where the Board determines or reasonably believes (in its absolute discretion) that a Participant (or a Former Participant) has or may breach these Rules.

Contravention of Rules

26. The Board may at any time, in its sole and absolute discretion, take any action it deems reasonably necessary in relation to any Employee Incentives if it determines or reasonably believes a Participant has breached the Plan or the terms of issue of any Employee Incentives, including but not limited to, signing transfer forms in relation to Employee Incentives, signing all documents and doing all acts necessary to effect a buy-back placing, a holding lock on Employee Incentives, accounting for the proceeds of the sale of forfeited Employee Incentives, refusing to transfer any Employee Incentives and/or refusing to issue any Shares.

Amendments

27. The Board may at any time amend the Rules or the terms and conditions upon which any Employee Incentives have been issued.
28. No amendment to the Rules or to Employee Incentives may be made if the amendment, in the opinion of the Board, materially reduces the rights of any Participant in respect of Employee Incentives granted to them prior to the date of the amendment, other than:
- (a) an amendment introduced primarily:
 - (i) for the purposes of complying with or conforming to present or future applicable laws governing or regulating the Plan or like plans;
 - (ii) to correct any manifest error or mistake;

- (iii) to allow the implementation of a trust arrangement in relation to the holding of Shares granted under the Plan;
 - (iv) for the purpose of complying with the applicable laws; and/or
 - (v) to take into consideration possible adverse taxation implications in respect of the Plan including changes to applicable taxation legislation or the interpretation of that legislation by a court of competent jurisdiction or any rulings from taxation authorities administering such legislation; or
- (b) an amendment agreed to in writing by the Participant(s).

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 17 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

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

AUTOMIC

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Ore Resources Limited, to be held at **10:00am (AWST) on Thursday, 19 November 2026 at the offices of Steinepreis Paganin, Level 14, QV1 Building 250 St Georges Terrace Perth WA 6000** hereby:

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

[illegible]

Unless indicated otherwise by marking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

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 5, 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions	For	Against	Abstain
1 ADOPTION OF REMUNERATION REPORT	☐	☐	☐
2 RE-ELECTION OF A DIRECTOR – MR ROBIN COX	☐	☐	☐
3 APPROVAL OF 7.1A MANDATE	☐	☐	☐
4 RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE OPTION AGREEMENT	☐	☐	☐
5 APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO NEVILLE POWER	☐	☐	☐
6 APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO NICHOLAS RATHJEN	☐	☐	☐
7 APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO ROBIN COX	☐	☐	☐
8 APPROVAL TO ISSUE INCENTIVE PERFORMANCE RIGHTS TO ROBERT WAUGH	☐	☐	☐
9 REPLACEMENT OF CONSTITUTION	☐	☐	☐

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

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

Email Address:

Contact Daytime Telephone <table border="1" style="width: 100%; height: 30px; border-collapse: collapse;"></table>	Date (DD/MM/YY) <table border="1" style="width: 100%; height: 30px; border-collapse: collapse;"></table>
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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

12 October 2026

Dear Shareholder

ORE RESOURCES LIMITED – ANNUAL GENERAL MEETING OF SHAREHOLDERS

Ore Resources Limited (ASX: OR3) (Ore or the Company) advises that its 2026 Annual General Meeting (**AGM or Meeting**) will be held at 10:00 am (WST) on Thursday, 19 November 2026 at the offices of Steinepreis Paganin, Level 14, QV1 Building, 250 St Georges Terrace, Perth WA 6000.

Notice of Annual General Meeting

In accordance with the Corporations Act 2001 (Cth), the Company will not send a hard copy of the Notice of Annual General Meeting (**NOM**) unless a Shareholder has elected to receive meeting documents in hard copy. The Notice is available on the Company's website at <https://oreresources.com.au/> and via the Company's ASX announcements platform at <https://www.asx.com.au/>.

Shareholders who have elected to receive electronic communications will receive an email with access to the Notice. To update your communication preferences, please log in to Automic at <https://investor.automic.com.au/#/home> using your shareholder details.

The Notice should be read in its entirety. If you are unsure how to vote, please seek advice from your professional adviser. For assistance accessing the Notice, please contact Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

All resolutions for the AGM will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the AGM.

Voting at the AGM

Shareholders may vote in person by attending the AGM at the time and place above. All resolutions will be decided by poll, taking into account valid proxy votes and votes cast at the Meeting. The voting eligibility record date is 10:00 am (WST) on Tuesday, 17 November 2026.

How to submit your proxy in advance of the AGM

Shareholders are encouraged to vote online at <https://investor.automic.com.au/#/loginsah> or by returning the attached proxy form:

Online:	https://investor.automic.com.au/#/loginsah
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts.
By email:	meetings@automicgroup.com.au
By fax:	+61 2 8583 3040
	Automic
By post:	GPO Box 5193
	Sydney NSW 2001
In Person:	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Proxy Form

A personalised Proxy Form accompanies this letter. To vote by proxy instead of attending the Meeting, please ensure your proxy appointment is received by 10:00 am (WST) on Tuesday, 17 November 2026 (48 hours before the Meeting). Please follow the instructions on your Proxy Form.

Shareholder Queries

Shareholders can also submit and are encouraged to submit any questions in advance of the Meeting by emailing the questions to info@oreresources.com.au by no later than 5.00pm (WST) on Tuesday, 17 November 2026.

The release of the Notice, and accompanying documents, has been authorised by the Board of Ore Resources Limited.

We look forward to your participation at the AGM in the manner outlined above and thank you for your continued support.

Yours faithfully

Silfia Morton
Company Secretary