

11 April 2025

**ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM**

Dear Shareholder,

The Annual General Meeting (Meeting) of shareholders of Resolute Mining Limited (ACN 097 088 689) (**Company**) will be held at 2.00pm (AWST) on Thursday, 15 May 2025 at Flame Tree Boardroom, Liberty Westralia Square 2, Perth, Western Australia.

In accordance with section 253RA(2) of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Annual General Meeting to shareholders unless a shareholder has requested a hard copy. The Notice of Annual General Meeting can be viewed and downloaded from the Company's website at [www.rml.com.au](http://www.rml.com.au) or ASX at [www.asx.com.au](http://www.asx.com.au).

You may vote by attending the Meeting in person (at the time, date and place set out above), by proxy or by appointing an authorised representative.

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. You can visit [www.investorvote.com.au](http://www.investorvote.com.au) (Control Number: 184816) and log in with your unique shareholder identification number and postcode (or country for overseas residents), which you can find on your enclosed personalised proxy form, to lodge your vote. Once logged in you can also request to receive electronic communications from the Company in the future or alternatively you can visit [www.investorcentre.com/au](http://www.investorcentre.com/au) to change you communication preferences.

In Australia, your proxy form must be received by 2.00pm (AWST) on Tuesday, 13 May 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. In the United Kingdom, your CREST Voting Instruction or Form of Instruction must be received by the Company's agent (Computershare Investor Services PLC) no later than 2.00pm (BST) on Friday, 9 May 2025.

Shareholders are encouraged to submit questions in advance of the Meeting by email to the Company Secretary at [contact@rml.com.au](mailto:contact@rml.com.au).

The Notice of Annual General Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice of Annual General Meeting, please contact the Company's share registry, Computershare, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Your Sincerely,



Thomas May  
Company Secretary

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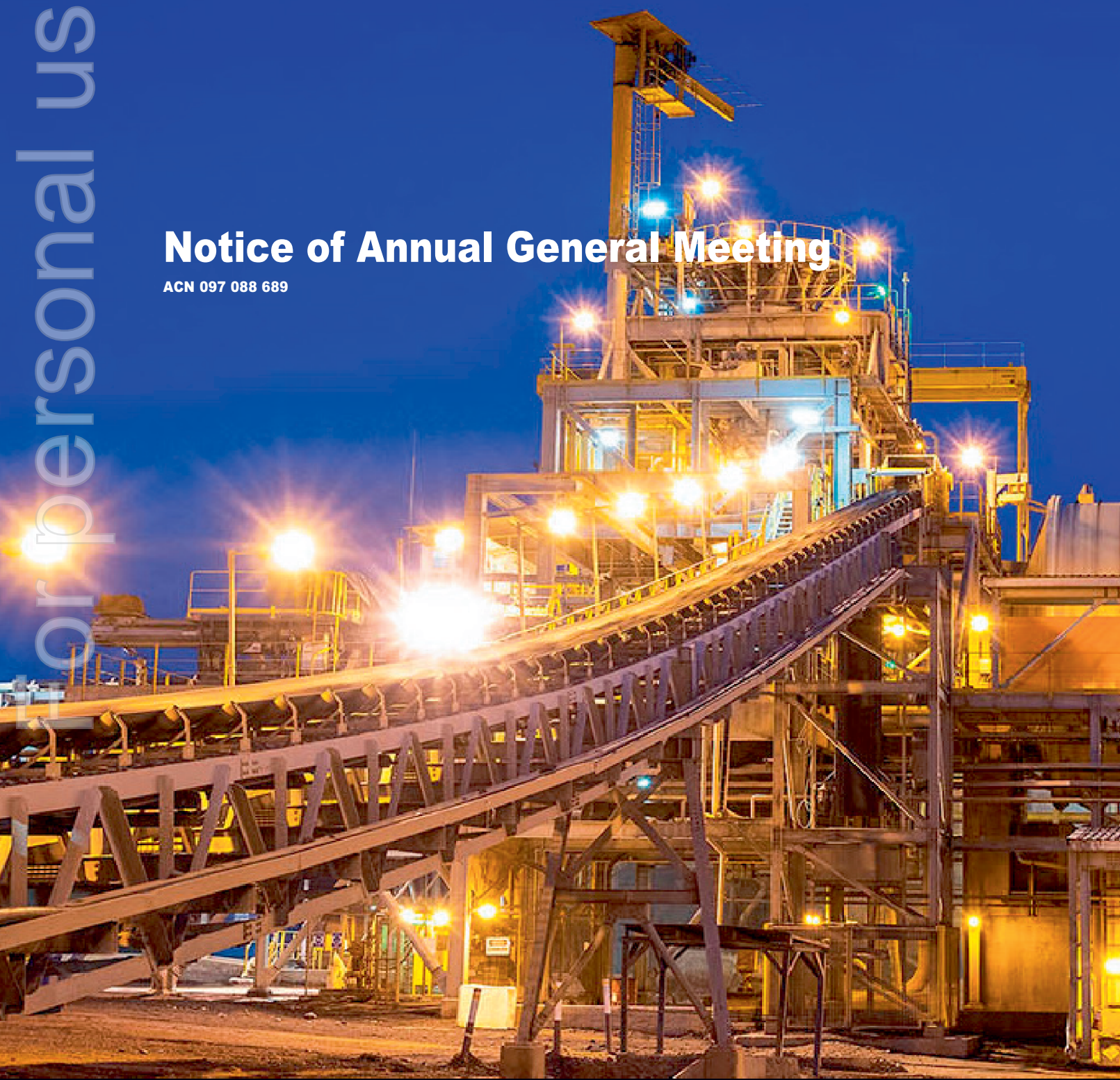


**Resolute**

## **Notice of Annual General Meeting**

ACN 097 088 689

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## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Resolute Mining Limited (**Company**) will be held at 2.00pm (AWST) on Thursday, 15 May 2025 at Flame Tree Boardroom, Liberty Westralia Square 2, Perth WA 6000 (**Meeting**).

The Explanatory Memorandum to the Notice provides additional information on matters to be considered at the Meeting. The Explanatory

Memorandum and the Proxy Form both form part of the Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 5.00pm (AWST) on Tuesday, 13 May 2025.

The business of the Meeting affects your Shareholding, and your vote is important. The Notice and Explanatory Memorandum should be read in its entirety.

Terms and abbreviations used in the Notice and Explanatory Memorandum are defined in Schedule 1.



# Agenda

## Annual Report

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

**Note: No resolution is required for this item of business.**

## 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, the Remuneration Report for the financial year ended 31 December 2024 be approved and adopted by Shareholders, on the terms and conditions described in the Explanatory Memorandum."*

**Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and any feedback from Shareholders at the Meeting when considering the Company's remuneration policies. This Resolution is subject to a voting exclusion as set out on page 3.**

## Resolution 2

### Re-election of Mr Simon Jackson as a Director

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

*"That, Mr Simon Jackson, a Director, who retires by rotation pursuant to and in accordance with article 3.6 of the Constitution, being eligible for re-election pursuant to article 3.5(a) of the Constitution, and for all other purposes, is re-elected as a Director."*

## Resolution 3

### Re-election of Ms Sabina Shugg as a Director

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

*"That, Ms Sabina Shugg, a Director, who retires by rotation pursuant to and in accordance with article 3.6 of the Constitution, being eligible for re-election pursuant to article 3.5(a) of the Constitution, and for all other purposes, is re-elected as a Director."*

## Resolution 4

### Election of Mr Andrew Wray as a Director

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

*"That, Mr Andrew Wray, a Director appointed in accordance with article 3.3 of the Constitution, who retires and is eligible for election pursuant to Listing Rule 14.4 and article 3.3(a) of the Constitution, and for all other purposes, is elected as a Director."*

## Resolution 5

### Election of Mr Chris Eger as Managing Director

To consider and, if thought fit, to pass with or without

amendment, the following resolution as an **ordinary resolution**:

*"That, Mr Eger, Managing Director appointed in accordance with article 3.3 of the Constitution, who retires and is eligible for election pursuant to Listing Rule 14.4 and article 3.3(a) of the Constitution, and for all other purposes, is elected as a Director."*

## Resolution 6

### Approval of FY25 grant of Performance Rights to Mr Chris Eger

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

*"That, for the purposes of Listing Rules 10.14 and section 200E of the Corporations Act, and for all other purposes, Shareholders approve the grant of a maximum of 4,618,283 Performance Rights to Mr Chris Eger, the Managing Director and Chief Executive Officer of the Company, (or his nominee) under the Plan in accordance with the terms and conditions described in the Explanatory Memorandum."*

**Note: This Resolution is subject to a voting exclusion as set out on page 3.**

## Resolution 7

### Approval of potential termination benefits under the Plan

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

*"That, for the purposes of Part 2D.2 of the Corporations Act, Listing Rule 10.19 and for all other purposes, approval be given to the Company to provide a benefit to each Key Officeholder under the Plan in connection with the person ceasing to hold that office, on the terms and conditions described in the Explanatory Memorandum."*

**Note: This Resolution is subject to a voting exclusion as set out on page 3.**

# Voting Exclusions and Prohibitions

## Resolution 1

### Adoption of Remuneration Report

In accordance with sections 250BD and 250R of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast on Resolution 1:

- (a) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the Resolution:

- (a) in accordance with a direction in the proxy appointment; or
- (b) by the Chairman, in accordance with an express authorization in the proxy appointment to cast the votes as the Chairman decides, even though the Resolution is connected with the remuneration of a Key Management Personnel member.

## Resolution 6

### Approval of FY25 grant of Performance Rights to Mr Chris Eger

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6:

- (a) by or on behalf of Mr Eger;
- (b) by or on behalf of any other director of the Company;
- (c) by an associate of those persons listed above; or
- (d) by a person whose relationship with the entities or a persons referred to in paragraphs (a), (b) or (c) above is such that, in ASX's opinion, the acquisition of equity securities in the Company under the Plan by such person should be approved by Shareholders.

However, the Company will not disregard a vote cast on Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written directions given to the proxy or attorney to vote on the Resolution in this way;
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of a member of the Key Management Personnel; 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 the directions given by the beneficiary to the holder to vote in that way.

In accordance with sections 250BD and 250R of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast on Resolution 6:

- (a) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- (b) by any person who is a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on the Resolution:

- (c) in accordance with a direction in the proxy appointment; or
- (d) by the Chairman, in accordance with an express authorization in the proxy appointment to cast the votes as the Chairman decides, even though the Resolution is connected with the remuneration of a Key Management Personnel.

## Resolution 7

### Approval of potential termination benefits under the Plan

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7:

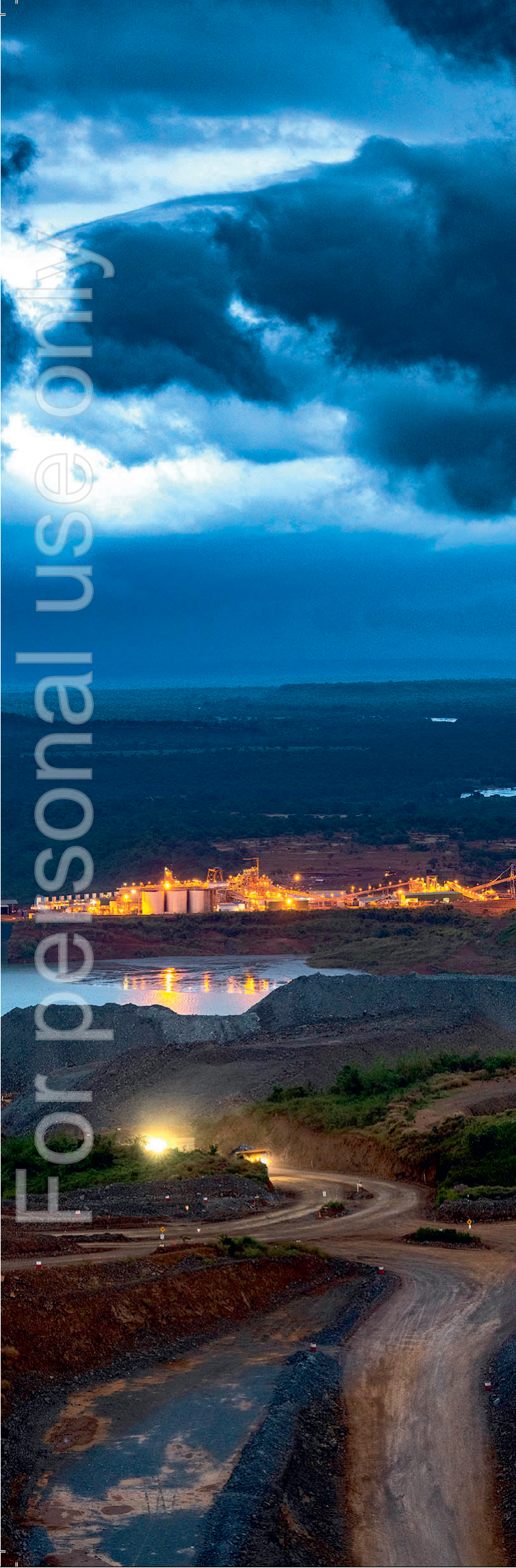
- (a) by or on behalf of any present or proposed Key Officeholder and any of their associates, regardless of the capacity in which the vote is cast;
- (b) by or on behalf of any officer of the Company or its child entities who is entitled to participate in a termination benefit; or
- (c) by or on behalf of an Associate of those persons outlined in paragraphs (a) and (b) above, or their Closely Related Parties, regardless of the capacity in which the vote is cast.

However, the Company will not disregard a vote cast on Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the written directions given to the proxy or attorney to vote on the Resolution in this way;
- (b) by the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, pursuant to an express authorisation to exercise the proxy as the Chairman decides, even though the Resolution is connected with the remuneration of a member of the Key Management Personnel; 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 the directions given by the beneficiary to the holder to vote in that way.

In accordance with sections 250BD and 250R of the Corporations Act, votes may not be cast, and the Company will disregard any votes cast on Resolution 7:

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- (a) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
  - (b) by any person who is a member of the Key Management Personnel as at the time the Resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on the Resolution:
  - (c) in accordance with a direction in the proxy appointment; or
  - (d) by the Chairman, in accordance with an express authorization in the proxy appointment to cast the votes as the Chairman decides, even though the Resolution is connected with the remuneration of a Key Management Personnel.



## Eligible Shareholders

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that a person who is registered as the holder of Shares at 5.00pm (AWST) on Tuesday 13 May 2024 will be entitled to attend and vote at the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Voting in Person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed Proxy Form to the Meeting to assist in registering your attendance and the number of votes.

Holders of Depositary Interests (**DI Holders**) may attend the Meeting but will not be permitted to vote at the Meeting. In order for their votes to be counted, DI Holders must submit their CREST Voting Instruction to the Company's agent by the required cut-off time set out below. Alternatively, DI Holders can vote using the enclosed Form of Instruction as per the instructions set out below.

## Voting by Corporate Representative or Attorney

A shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, and evidence of the appointment must be returned in the same manner, and by the same time, as specified for Proxy Forms. The corporate representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on their behalf. An attorney need not, themselves, be a shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

# Voting By Proxy

## Australia (Proxy form)

If you do not wish to or cannot attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A Shareholder, who may be an individual or a body corporate, who is entitled to attend and vote at the Meeting is entitled to appoint a proxy which may be a body corporate or an individual. A proxy need not be a Shareholder.

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, but where the proportion or number is not specified, each proxy may exercise half of the total votes. If you wish to appoint a second proxy,

an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed Proxy Form. To appoint a second proxy, you must follow the instructions on the Proxy Form.

The enclosed Proxy Form provides further details on voting entitlement, appointing proxies and lodging proxy forms. To vote by proxy, please complete, sign (where required) and return the enclosed (or online) Proxy Form (and a certified copy of any power of attorney under which it is signed) at one of the addresses given below **by 2.00pm (AWST) on Tuesday, 13 May 2025**. Any proxy form received after that time will not be valid for the Meeting.

### Online

at [www.investorvote.com.au](http://www.investorvote.com.au)

### Mail

Share Registry  
Computershare Investor Services Pty Limited GPO  
Box 242, Melbourne Victoria 3001, Australia

### Fax

1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

### Mobile

Scan the QR Code on your Proxy Form and follow the prompts

### Custodian voting

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## United Kingdom (CREST Voting Instruction)

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual.

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) by no later than 2.00pm (BST) on Friday, 9 May 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear

does not make available special procedures in CREST for any particular messages.

Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this regard, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

## United Kingdom (Form of Instruction)

Alternatively, DI Holders can vote by completing, signing and returning the enclosed Form of Instruction to the Company's agent (Computershare Investor Services PLC) no later than 2.00pm (BST) on Friday, 17 May 2024.

## Questions

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice, please contact the Company Secretary on + 61 8 9261 6100.

### BY ORDER OF THE BOARD



**Sam Wright**  
**Joint Company Secretary**

**11 April 2025**

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2.00pm (AWST) on Thursday, 15 May 2025 at Flame Tree Boardroom, Liberty Westralia Square 2, Perth, WA 6000.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions. The Directors recommend that Shareholders read the Explanatory Memorandum in full before making any decision in relation to the following resolutions.



## Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2024. A copy of the Annual Report can be obtained on the Company's website at [www.rml.com.au](http://www.rml.com.au) or by contacting the Company on: +61 8 9261 6100.

No resolution is required for this item. Shareholders will be offered the opportunity to ask questions about the Annual Report, the audit and the management of the Company.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the conduct of the audit and the content of the Auditor's Report may be submitted no later than five business days before the Meeting, to the Company Secretary at the Company's registered office, or by email to [swright@rml.com.au](mailto:swright@rml.com.au).

## Resolution 1 - Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put its Remuneration Report to Shareholders for consideration and adoption.

The Remuneration Report is set out in the Company's 2024 Annual Report, which is available on the Company's website at [www.rml.com.au](http://www.rml.com.au). The Remuneration Report contains:

- (a) information about the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;
- (b) the relationship between remuneration and the Company's performance;
- (c) details of the remuneration of, and equity held by, Directors and senior executives of the Company; and
- (d) a summary of the terms of any contract under which any Director or senior executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The Board continues to focus on refining and improving the Company's remuneration framework to best support the current strategic direction of the business and to determine how remuneration can best support the future needs of the Company.

The Remuneration Committee is responsible for determining and reviewing the compensation arrangements for Directors, the Chief Executive Officer and the executive team. Executive remuneration is reviewed annually having regard to individual and business performance, relevant comparative information and internal and independent external information.

A reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or make comments on, the Remuneration Report.

Resolution 1 is advisory only and does not bind the Company or the Directors, however the Board will take the discussion at the Meeting and the outcome of the vote into consideration when determining the Company's remuneration policy.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting at which a Strike is received (**Later AGM**) a resolution on whether an extraordinary meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Later AGM. All the Directors who were in office when the resolution to make the Directors' Report considered at the Later AGM is passed (other than the Managing Director), 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 is approved will be the Directors of the Company.

At the Company's 2024 annual general meeting held on 23 May 2024, less than 25% of the eligible votes cast in respect of the 2023 Remuneration Report were cast against its adoption. Accordingly, a Spill Resolution will not be put to the Shareholders at this Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against its adoption.

### Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), the Directors unanimously recommend that Shareholders vote **IN FAVOUR** of adoption of the Remuneration Report.

### Chairman's intentions

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Resolutions 2 – 5 – Re-election and election of Directors

The Company's Constitution requires that:

- (a) any director appointed by the Board automatically retires at the next annual general meeting, and is eligible for re-election;
- (b) a director must retire from office if remaining in office until the next annual general meeting would result in them having held that office for more than three years; and
- (c) one third of all Directors (other than the managing director, and those to whom (a) above applies), or if their number is not a multiple of three, then the number nearest one-third, must retire at each annual general meeting, and are eligible for re-election.

ASX Listing Rule 14.4 requires that a director appointed by the Board must not hold office (without re-election) past the next annual general meeting.

In accordance with articles 3.4, 3.5(a) and 3.6(a) of the Constitution, which requires that one third of the directors retire by rotation each year and, being eligible, can put themselves up for re-election, Mr Simon Jackson and Ms Sabina Shugg each retires and offers themselves for re-election.

In accordance with ASX Listing Rule 14.4 and articles 3.3, 3.4 and 3.5(a), which requires that any director appointed by the directors during the year stand for election at the next AGM, Mr Andrew Wray and Mr Chris Eger, as Managing Director, automatically retire and offer themselves for election.

The Board (other than each Director up for election in respect of their own election) has concluded that each of Ms Shugg and Messrs Wray, Jackson and Eger have skills and experience valuable to the Board and sufficient capacity to undertake the duties expected of a director of the Company.

A brief summary of each candidate's qualifications, skills and experience is set out below.

The Chairman intends to vote all undirected proxies in favour of Resolutions 2-5.

#### **Mr Simon Jackson – Independent Non-Executive Director (Resolution 2)**

Mr Simon Jackson was appointed to the Board as a Non-Executive Director in October 2021. Mr Jackson is Chair of the Audit and Risk Committee, and a member of the Remuneration Committee.

Mr. Jackson is a Chartered Accountant with over 25 years' experience in management of resource companies, particularly in Africa. Mr. Jackson was a key member of the management team of TSX listed Red Back Mining Inc., a company that financed, developed and operated two gold mines in West Africa culminating in a takeover by Kinross Gold Corp in 2010.

He was then founding President & CEO and later Chairman of TSXV listed Orca Gold Inc, acquired by Perseus Mining in May 2022, which discovered the Block 14 gold project in Sudan. Mr Jackson has previously been a director of multiple ASX and TSX listed companies including Cardinal Resources Limited.

Mr. Jackson is currently a Non-Executive Director of Sarama Resources Limited (appointed March 2011) and of Leeuwin Metals Limited (appointed June 2022) and the Non-Executive Chairman of Predictive Discovery Limited (appointed October 2021).

#### **Ms Sabina Shugg – Independent Non-Executive Director (Resolution 3)**

Ms Sabina Shugg was appointed to the Board as a Non-Executive Director in September 2018. Ms Shugg is a member of the Nomination Committee and the Chair of the Sustainability Committee.

Ms Shugg is a mining engineer with over 30 years' experience involving senior operational roles with leading mining and consulting organisations including Normandy, Newcrest, and KPMG.

She served a three year term as Chair of Goldfields Esperance Development Commission. In her role as Founder and Chair of Women in Mining and Resources WA, Ms Shugg was awarded the inaugural Women in Resources Champion by the Chamber of Minerals and Energy of Western Australia for being an outstanding role model for the resources industry and broader community. In 2015, Ms Shugg was awarded a Member of the General Division of the Order of Australia for significant service to the mining industry through executive roles in the resources sector and as a role model and mentor to women.

#### **Mr Andrew Wray – Independent Non-Executive Director (Resolution 4)**

Mr Andrew Wray was appointed to the Board as a Non-Executive Director in May 2024 and as Chairman of the Board on 1 September 2024. Mr Wray is chair of the Nomination Committee and a member of the Remuneration Committee.

Mr Wray has significant experience in the resource sector in senior corporate roles, both as an investor and as an advisor.

Most recently, he was President and CEO of Golden Star Resources from 2019 until 2022, when the business was acquired in an all-cash transaction and delisted from the NYSE and TSX.

Prior to this, from January 2018 he was Chief Executive Officer of La Mancha, one of the largest direct investors in the mining sector and has held non-executive Board roles with Golden Star as well as Evolution Mining.

From 2010 to 2017, Mr. Wray held various roles with Acacia Mining Plc, a UK listed FTSE250 company and one of the largest African gold producers, including Chief Financial Officer from

2013 to 2017.

Before joining Acacia, Mr Wray worked in investment banking with JPMorgan Cazenove, where he advised a range of clients in the resources sector.

Mr Wray was Non-Executive Chairman of Vedra Metals, an Italian zinc project owned by Appian Capital Advisory and Altamin Ltd until January 2025.

#### **Mr Chris Eger –Executive Director (Resolution 5)**

Mr Eger was appointed to the Board as Executive Director and as Chief Executive Officer on 1 February 2025.

Prior to this Mr Eger joined as Resolute's Chief Financial Officer in February 2023, bringing with him over 25 years of experience leading the financial, strategic and commercial functions of businesses in the natural resources and financial sectors.

Chris has held a number of senior financial, commercial and leadership roles in the resources and investment banking sectors. Most recently he was the CFO of Chaarat Gold Plc and was previously CFO of Nyrstar NV and the M&A Director at Trafigura AG. He commenced his career in private equity and investment banking with BP Capital Management, BMO Capital Markets and Bank of America Merrill Lynch. Chris has extensive experience in North America, Africa, Europe and the UK.

#### **Disclosure for new Directors**

The Company confirms that it has conducted appropriate checks into the background and experience of each Mr Wray and Mr Eger, and that those checks have not revealed any information of concern.

The Company is not aware of any interest, position or relationship that might reasonably be perceived to influence in a material respect Mr Wray or Mr Eger's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole, rather than the interest of an individual securityholder or other party.

#### **Directors' recommendation**

The Directors (other than each Director up for election with respect to their own candidacy) unanimously recommends that Shareholders vote **IN FAVOUR** of Resolutions 2-5.

Each Director up for re-election has an interest in the outcome of the Resolution relating to their own re-election, and therefore does not consider it appropriate to make a recommendation to Shareholders in respect of that Resolution.

## **Resolution 6 - Approval of FY25 grant of Performance Rights to Mr Chris Eger**

### **Background**

Resolution 6 seeks Shareholder approval for the grant of 4,618,283 Performance Rights to Mr Chris Eger (or his nominee) under the Plan on the terms and conditions described in this Explanatory Memorandum (**Incentive Performance Rights**).

The Incentive Performance Rights are being granted to Mr Eger under the terms of the Plan approved by Shareholders at the 2023 AGM, with the Performance Hurdles and Vesting Conditions updated as noted below, which have been revised for the current financial year, to align with market practice.

The annual grant of Performance Rights forms a key component of Mr Eger's remuneration package. A significant portion of his total remuneration is placed at-risk to better align his interests with those of Shareholders, to encourage the production of long-term sustainable growth and to assist with his retention. The Board believes the proposed incentive arrangements the subject of this Resolution are an efficient and appropriate tool to align the interest of Mr Eger with those of Shareholders.

### **Quantum and value**

The quantum of Incentive Performance Rights to be issued to Mr Eger, covering the three-year period ending 31 December 2027, has been determined with reference to current market practice (as at 31 December 2024). For 2025 (ending 31 December 2025), the dollar value (face value) of the KMP long term incentive grant to Mr Eger is equivalent to 200% of his fixed remuneration for the year ending 31 December 2025.

#### **Material terms of the Incentive Performance Rights**

Except where otherwise indicated in respect of the December Performance Rights, the Incentive Performance Rights vest:

- (a) in accordance with the Performance Vesting Outcomes linked to the below Performance Hurdles. The Performance Hurdles are measured over a period of three years from 1 January 2025, ending 31 December 2027 (**Performance Period**) to ensure that sustainable Shareholder growth has been created; and
- (b) subject to Mr Eger remaining employed with the Company for the full three-year Performance Period (**Service Condition**).

It is only if the relevant Performance Hurdle is passed and the Service Condition is met that the relevant tranche of Incentive Performance Rights will vest and can be exercised into Shares, other than where the Board exercises its discretion and determines some or all of the Incentive Performance Rights should otherwise vest, for instance, in the event of a change of control event. If Mr Eger ceases employment before the Service Condition is passed, then he will forfeit his relevant tranche of Performance Rights, unless otherwise determined by the Board in its sole and absolute discretion.

Performance Hurdle	Performance Hurdle Description	Performance Vesting Outcomes, Criteria and Calculation	Portion of Incentive Performance Rights										
<p>Relative Total Shareholder Return (TSR) versus Peer Group (Performance Hurdle 1)</p>	<p>TSR is calculated by taking into account the growth in a company's share price over a performance period as well as the dividends received during that period.</p> <p>Resolute's TSR will be calculated over the Performance Period, and ranked against the relative TSR performance of the below group of listed gold production companies of a similar size to Resolute (<b>Peer Group</b>):</p> <ul style="list-style-type: none"> <li>• B2 Gold Corp</li> <li>• Endeavour Mining</li> <li>• Galiano Gold Inc</li> <li>• IAMGold Corporation</li> <li>• Perseus Mining Limited</li> <li>• West African Resources Ltd</li> <li>• Fortuna Silver Mines</li> <li>• Orezone Gold Corporation</li> <li>• Allied Gold Corporation.</li> <li>• Asante Gold</li> <li>• Caledonia Mining</li> <li>• Thor Explorations Ltd</li> </ul> <p>The target for Performance Hurdle 1 is to achieve a ranking of at or above the 75<sup>th</sup> percentile, with a minimum threshold for vesting of the 60<sup>th</sup> percentile.</p> <p><i>Please note that the December Performance Rights utilised the following Peer Group against which Resolute's TSR performance was ranked:</i></p> <ul style="list-style-type: none"> <li>• <i>B2 Gold Corp</i></li> <li>• <i>Centamin Plc</i></li> <li>• <i>Endeavour Mining</i></li> <li>• <i>Galiano Gold Inc</i></li> <li>• <i>Hummingbird Resources Plc</i></li> <li>• <i>IAMGold Corporation</i></li> <li>• <i>Perseus Mining Limited</i></li> <li>• <i>West African Resources Ltd</i></li> <li>• <i>Fortuna Silver Mines</i></li> <li>• <i>Orezone Gold Corporation</i></li> <li>• <i>Allied Gold Corporation</i></li> </ul>	<p>To measure performance against Performance Hurdle 1:</p> <ul style="list-style-type: none"> <li>• the TSR of the companies in the Peer Group is calculated;</li> <li>• the Peer Group companies are ranked according to their TSR;</li> <li>• Resolute's TSR is calculated to determine its percentile in relation to the Peer Group; and</li> <li>• Resolute's percentile determines how many Performance Rights will vest in accordance with the below Performance Vesting Outcomes.</li> </ul> <table border="1" data-bbox="722 592 1242 966"> <thead> <tr> <th>Relative TSR Performance against Peer Group</th> <th>Performance Vesting Outcomes*</th> </tr> </thead> <tbody> <tr> <td>Less than 60<sup>th</sup> percentile</td> <td>0% vesting</td> </tr> <tr> <td>At the 60<sup>th</sup> percentile</td> <td>50% vesting</td> </tr> <tr> <td>Between the 60<sup>th</sup> and 75<sup>th</sup> percentile</td> <td>Between 50% and 100% vesting calculated on a linear basis</td> </tr> <tr> <td>At or above 75<sup>th</sup> percentile</td> <td>100% vesting</td> </tr> </tbody> </table> <p><small>* Subject to positive TSR and Board discretion in relation to year-on-year improvement in sustainability performance/systems and cultural measures.</small></p> <p>The 10-day volume weighted average share price (VWAP) of .4013 was used to determine the share price at the commencement of the Performance Period and will be calculated at the end of the Performance Period to determine the share price used.</p> <p>The number of Performance Rights to vest based on performance against Performance Hurdle 1 will be adjusted to allow for any applicable capital returns and dividends.</p> <p><i>Please note that the December Performance Rights utilised the 10-day VWAP of 0.455 to determine the price at the commencement of the relevant performance period and will be calculated at the end of the relevant performance period to determine the share price used.</i></p>	Relative TSR Performance against Peer Group	Performance Vesting Outcomes*	Less than 60 <sup>th</sup> percentile	0% vesting	At the 60 <sup>th</sup> percentile	50% vesting	Between the 60 <sup>th</sup> and 75 <sup>th</sup> percentile	Between 50% and 100% vesting calculated on a linear basis	At or above 75 <sup>th</sup> percentile	100% vesting	<p>75%</p>
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At or above 75 <sup>th</sup> percentile	100% vesting												

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Cumulative Production Target <b>(Performance Hurdle 2)</b>	<p>Measured based on actual cumulative gold production over the Performance Period, with a target of 800,000oz by 31 December 2027 <b>(Performance Hurdle 2 Target)</b>.</p> <p><i>Please note that the cumulative production target for the December Performance Rights was measured based on actual cumulative gold production over the relevant performance period with a target of 1,000,000oz by 31 December 2026, with a minimum threshold for vesting of 95% of the relevant performance hurdle 2 target (as shown in the adjacent table).</i></p>	<table border="1"> <thead> <tr> <th><b>Production over Performance Period</b></th> <th><b>Performance Vesting Outcomes</b></th> </tr> </thead> <tbody> <tr> <td>Less than 760,000oz</td> <td>0% vesting</td> </tr> <tr> <td>At 760,000oz</td> <td>25% vesting</td> </tr> <tr> <td>Between 760,000oz – 800,000oz</td> <td>Between 25% and 100% vesting calculated on a linear basis</td> </tr> <tr> <td>800,000oz (and above)</td> <td>100% vesting</td> </tr> </tbody> </table>	<b>Production over Performance Period</b>	<b>Performance Vesting Outcomes</b>	Less than 760,000oz	0% vesting	At 760,000oz	25% vesting	Between 760,000oz – 800,000oz	Between 25% and 100% vesting calculated on a linear basis	800,000oz (and above)	100% vesting	25%
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<p><i>Please note that, in respect of the December Performance Rights, the following production requirements and respective performance vesting outcomes apply:</i></p> <table border="1"> <thead> <tr> <th><b>Production over Performance Period</b></th> <th><b>Performance Vesting Outcomes</b></th> </tr> </thead> <tbody> <tr> <td>Less than 950,000oz</td> <td>0% vesting</td> </tr> <tr> <td>At 950,000oz</td> <td>25% vesting</td> </tr> <tr> <td>Between 950,000oz – 1,000,000oz</td> <td>Between 25% and 100% vesting calculated on a linear basis</td> </tr> <tr> <td>1,000,000oz (and above)</td> <td>100% vesting</td> </tr> </tbody> </table>	<b>Production over Performance Period</b>	<b>Performance Vesting Outcomes</b>	Less than 950,000oz	0% vesting	At 950,000oz	25% vesting	Between 950,000oz – 1,000,000oz	Between 25% and 100% vesting calculated on a linear basis	1,000,000oz (and above)	100% vesting	100%		
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Between 950,000oz – 1,000,000oz	Between 25% and 100% vesting calculated on a linear basis												
1,000,000oz (and above)	100% vesting												

## Resolution 6 (continued)

### Additional terms and conditions of the Incentive Performance Rights

- The measurement against the Performance Hurdles and resultant Performance Vesting Outcomes will be determined by the Company and advised to Mr Eger by no later than 28 February 2028.
- **Clawback** – The Board has discretion to clawback vested but unexercised Performance Rights in the event of termination for serious misconduct or a material misstatement in the Company's financial statements.
- **Change of control** – On the occurrence of a change of control of the Company, the Board will determine, in its sole and absolute discretion, the manner in which all unvested, and vested but unexercised, Performance Rights will be dealt with. In circumstances where shareholders have voted in support of a positive change of control transaction, the Board's current intention would generally be to determine to vest any outstanding KMP LTI Performance Rights, subject to their being in the employ of the Company at the time the shareholder decision is made.
- **Dividend and participation rights of unvested Performance Rights** – There are no participating or voting rights or entitlements, nor rights to receive dividends inherent in the Incentive Performance Rights before their exercise and the issue of Shares (if applicable).
- The Performance Rights are otherwise issued on the terms and conditions of the Plan.

### Chapter 2D of Corporations Act

In accordance with section 200B of the Corporations Act, subject to certain exceptions, the Company must not give a benefit in connection with a person's retirement from a managerial or executive office unless it obtains Shareholder approval.

The Incentive Performance Rights may, subject to the Board's discretion, vest upon termination of Mr Eger's employment. The Board has formed the view that should this occur, the vesting of the affected Incentive Performance Rights may constitute a benefit in connection with Mr Eger's retirement from office under section 200B.

Accordingly, Shareholder approval is also sought under section 200E of the Corporations Act in connection with potential vesting of the Incentive Performance Rights upon Mr Eger ceasing engagement, including where to do so would involve giving the benefit to him in connection with him ceasing to hold a managerial or executive office.

The value of any benefit connected to the Incentive Performance Rights given in connection with Mr Eger ceasing to hold a managerial or executive office cannot presently be ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (a) the number of Incentive Performance Rights held at cessation and the number that are proposed to vest or have vesting conditions waived;
- (b) the circumstances or reasons surrounding the cessation of engagement;
- (c) the market price of Shares on ASX on the last ASX trading day before the date of calculation;
- (d) the status of the vesting conditions attaching to the Performance Rights at the time Mr Eger's employment ceases; and
- (e) any other matters that the Board considers relevant at the time of determination.

### Chapter 2E of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act, unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Eger, as a Director, is a related party of the Company and the proposed grant of the Incentive Performance Rights to Mr Eger constitutes giving a financial benefit.

The Board (excluding Mr Eger) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Incentive Performance Rights, as the grant constitutes reasonable remuneration for the purposes of the exception to obtaining shareholder approval of the giving of financial benefits to a related party in section 211 of the Corporations Act.

### Listing Rule 10.14

Under Listing Rule 10.14, a company must not issue or agree to issue equity securities to a director (Listing Rule 10.14.1) or an associate of a Director (Listing Rule 10.14.2) under an employee incentive scheme, unless it first obtains shareholder approval. The proposed issue of the Incentive Performance Securities falls within Listing Rule 10.14.1 (or 10.14.2 if Mr Eger elects for the Incentive Performance Rights to be granted to his nominee). Accordingly, the Company seeks shareholder approval under Listing Rule 10.14 for the grant of the Incentive Performance Rights to Mr Eger. As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required, as per Exception 14 of Listing Rule 7.2.

Specific information required by Listing Rule 10.15 is provided as follows:

- (a) The Incentive Performance Rights will be granted to Mr Eger, Managing Director and Chief Executive Officer (or his nominee), who falls under Listing Rule 10.14.1, as a Director.
- (b) It is proposed that Mr Eger receive 4,618,283 Performance Rights, on the terms and conditions set out in this Explanatory Memorandum, and otherwise on the terms and conditions of the Plan.
- (c) A summary of the material terms of the Incentive Performance Rights, an explanation of why the Incentive Performance Rights are being granted and the value the Company attributes to the Incentive Performance Rights (and its basis) are detailed above.
- (d) In accordance with Listing Rule 10.15.7, the Company will grant the Incentive Performance Rights within three years of the date of the Meeting, but anticipates their grant shortly following the Meeting.
- (e) The Incentive Performance Rights (and any Shares issued on exercise) are being granted for a nil price per security, as part of Mr Eger's remuneration package. Accordingly, no loan will be made in relation to the acquisition (or exercise) of the Incentive Performance Rights.
- (f) Mr Eger's current total remuneration package for the financial year ending 31 December 2025 is a maximum of US\$1,618,169 comprising US\$575,000 in base remuneration, a maximum of US\$862,500 in short term incentives (STI) if all targets are met, and US\$180,669 worth of long-term incentives, being the accounting value the Company attributes to the Incentive Performance Rights.
- (g) Mr Eger (or his nominee) has previously received 2,869,577 Performance Rights at no acquisition price (of which none have vested, lapsed or expired). 1,513,325 Performance Rights were issued to Mr Eger upon his employment with the Company. 1,356,252 Performance Rights were granted on 19 December 2024 (the **December Performance Rights**). The Company notes that each of these Performance Rights were issued within the 15% annual limit permitted under Listing Rule 7.1 and Listing Rule 10.12 Exception 12, without the need for Shareholder approval. Other than as identified in the table above, the December

Performance Rights were issued on the same terms as the Incentive Performance Rights, and accordingly a summary of the material terms of the December Performance Rights, an explanation of why the December Performance Rights were granted and the value the Company attributes to the December Performance Rights (and its basis) are detailed above.

- (h) A summary of the Plan rules is set out in Schedule 2 of this Notice.
- (i) 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 the approval was obtained under Listing Rule 10.14.
- (j) As at 7 April 2025, being the last practical date prior to finalisation of this Notice, Mr Eger is the only person that is covered by Listing Rule 10.14 declared by the Board to be eligible to participate in the Plan.
- (k) Any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the Plan after this resolution is approved and who were not named in this Notice will not participate until approval is obtained under that rule.
- (l) A voting exclusion statement for this Resolution is included in the Notice.

#### Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Incentive Performance Rights to Mr Eger under the Plan within three years of the date of the Meeting.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Incentive Performance Rights to Mr Eger under the Plan and other substitute remuneration will need to be paid to Mr Eger, equal to the value of the Incentive Performance Rights that are not approved.

#### Chairman's intentions

The Chairman intends to exercise all undirected proxies in favour of Resolution 6.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 6, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### Directors' Recommendation

The Directors (other than Mr Eger) unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 6. Mr Eger has an interest in the outcome of this Resolution and therefore does not consider it appropriate to make a recommendation to Shareholders.

## Resolution 7 - Approval of potential termination benefits under the 2023 Performance Rights Plan

#### Background

The Corporations Act restricts the benefits that can be given to persons who hold (or held in the past three years) a 'managerial or executive office' (as defined in the Corporations Act) (**Key Officeholders**) on cessation of their engagement with the Company or any of its related bodies corporate. Under section 200B of the Corporations Act, a company may only give a Key Officeholder a benefit in connection with their ceasing to hold a managerial or executive office if approved by shareholders or an exemption applies. ASX Listing Rule 10.19 provides that, without the approval of ordinary Shareholders, an entity must ensure that no officer of the entity or any of its child entities is entitled to termination benefits if the value

of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

The Board possesses the discretion to determine, in the event that a participant ceases engagement with the Company (or a subsidiary) before the vesting of Performance Rights granted to them under the Plan, that some or all of their Performance Rights will not lapse. The Board has formed the view that should this occur, the vesting of the affected Performance Rights and resultant issue of Shares may constitute a benefit in connection with a Key Officeholder's retirement from office (**Termination Benefit**).

Accordingly, Shareholder approval is being sought under section 200E of the Corporations Act and ASX Listing Rule 10.19 in connection with potential vesting of Performance Rights upon a Key Officeholder (including, for avoidance of doubt, Mr Chris Eger) ceasing engagement, including where to do so would involve giving the benefit to that person in connection with them ceasing to hold a managerial or executive office, on the terms and conditions in this Explanatory Memorandum.

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements of Key Officeholders, or any variation to the existing discretions of the Board.

#### Board Discretion

Under the terms of the Plan, all unvested Performance Rights automatically lapse on termination, unless the Board determines otherwise, including where the employee has been terminated due to death, retirement due to ill health and genuine redundancy. In such cases, the Board may determine whether any vesting conditions and/or performance hurdles have been satisfied, and if so, that vesting may be on a pro rata basis over the employee's service period during the vesting period. Any such Performance Rights will not be determined or exercisable until the end of the vesting period. The Board's current intention is to only exercise this discretion under the Plan in exceptional circumstances.

Additionally, in the event of a change of control, the Board may determine, in its sole and absolute discretion, the manner in which all vested and unvested Performance Rights will be dealt with. The Board's current intention is to only exercise this discretion under the Plan in exceptional circumstances.

This approval does not guarantee the exercise of the discretion contemplated.

#### Value of the benefits

The amount and value of the Termination Benefits being approved is the maximum potential benefit that could be provided under the Plan as a result of the exercise of the Board's discretion. The amount and value of any benefit relating to any Performance Rights held by any Key Officeholder arising from their retirement from their office cannot be determined in advance. This is because various matters will or are likely to affect that value, including:

- (a) the Company's share price at the time of vesting;
- (b) the circumstances in which the participant ceases engagement and the number of Performance Rights held and that will vest;
- (c) the participant's length of service and the status of the vesting conditions attaching to the relevant Performance Rights at the time engagement ceases;
- (d) the participant's base salary or fee at the time the relevant Performance Rights were granted and the time they cease engagement; and
- (e) any other factors that the Board considers relevant when exercising its discretion.

For example, however, assuming that Resolution 6 is approved and no further Performance Rights are granted to Mr Eger, Mr Eger will have been granted 7,487,860 Performance Rights, in respect of which the Board may exercise its discretion to determine the vesting of such Performance Rights in the event of termination or a change of control.

The value of such Performance Rights may only be ascertained at the relevant time having regard to the above-mentioned factors. This example has been provided for illustrative purposes only and is by no means binding or authoritative.

#### **Result of the approval**

If shareholder approval is obtained, the value of the Termination Benefits will be disregarded when calculating a Key Officeholder's termination benefits cap for the purpose of section 200F(2)(b) or section 200G(1)(c) of the Corporations Act and termination benefits under Listing Rule 10.19. If the Board exercises its discretion to allow a member of KMP to retain any equity securities under the Plan that would otherwise be forfeited, this will be fully described in the remuneration report.

If approval is obtained, it will be effective from the date of the Meeting, until the close of the 2027 annual general meeting. That is, it applies in respect of Performance Rights granted under the Plan in that period, or if the Board exercises certain discretions under the Plan in that period. To the extent appropriate, a fresh Shareholder approval may then be sought in conjunction with any shareholder approval to refresh shareholder approval of the Plan, or similar.

#### **Chairman's intentions**

The Chairman intends to exercise all undirected proxies in favour of Resolution 7.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 7, by returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### **Directors' Recommendation**

The Directors (other than Mr Eger) unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 7.

Mr Eger, who is a Key Officeholder, has an interest in the outcome of this Resolution and therefore does not consider it appropriate to make a recommendation to Shareholders.

# Schedule 1

## Definitions

In the Notice (which includes the Explanatory Memorandum), words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**£** means British Pound Sterling.

**2024 AGM** means the annual general meeting of the Company held on 20 May 2024.

**Annual Report** means the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2024.

**Associate** has the meaning given in Chapter 19 of the Listing Rules.

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

**Auditor's Report** means the auditor's report on the Financial Report.

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

**Board** means the board of Directors of the Company.

**BST** means British Summer Time.

**Chairman** means the person appointed to chair the Meeting or any part of the Meeting.

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

**Company or Resolute** means Resolute Mining Limited ABN 39 097 088 689.

**Company Secretary** means Thomas May and/or Sam Wright, each a joint company secretary of the Company.

**Constitution** means the Constitution of the Company as at the commencement of the Meeting.

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

**December Performance Rights** has the meaning given to it in Resolution 6.

**Director** means a director of the Company.

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

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

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

**Incentive Performance Rights** has the meaning given to it in Resolution 6.

**Key Management Personnel** or **KMP** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Key Officeholder** has the meaning given to it in Resolution 7.

**Listing Rules** means the listing rules of the ASX.

**LTI** means long term incentive.

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

**Notice** means this notice of meeting which is comprised of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Performance Hurdles** has the meaning given to it in the Plan.

**Performance Period** has the meaning given to it in Resolution 6.

**Performance Right** means an entitlement granted to a person to receive one Share upon exercise, subject to the satisfaction of applicable vesting conditions.

**Performance Vesting Outcomes** means the performance vesting outcomes stated in the summary of the material terms of the Incentive Performance Rights contained in this Notice.

**Plan** means the 2023 Resolute Mining Limited Equity Performance Rights Plan, as approved at the 2023 AGM (and amended from time to time), and as summarised in Schedule 2.

**Proxy Form** means the proxy form attached to the Notice and where the context permits, includes the Proxy Form accessible online.

**Remuneration Report** means the remuneration report of the Company for the financial year ended 31 December 2024 contained in the Directors' Report.

**Resolution** means a resolution contained in this Notice.

**Schedule** means the schedule to this Notice.

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

**Shareholder** means a shareholder of the Company.

**TSR** means total shareholder return.

## Schedule 2 – Summary of Performance Rights Plan Rules

A summary of the rules of the Performance Rights Plan (**Plan**) is set out below:

Eligibility:	The Plan is open to full time and part-time employees of the Company or its related bodies corporate ( <b>Group</b> ), executive Directors of any member of the Group, and any other person who is declared by the board of the Company ( <b>Board</b> ) to be eligible to participate in the Plan. Eligible employees may request that some or all of their Performance Rights are held by a Nominee (as defined in the Plan), however the Board has sole discretion to accept or reject a Nominee.
Instruments:	The Plan allows the Board to grant Performance Rights, with each Performance Right representing a right to acquire one Share, provided that the relevant vesting conditions and/or performance hurdles are satisfied.
Equity pool:	The number of Performance Rights granted under the Plan, and the number of Shares underlying them, granted on any day must not exceed the maximum permitted under Division 1A of Part 7.12 of Corporations Act.
Grant of Performance Rights:	The individual grants of Performance Rights to those eligible to participate in the Plan will be as determined by the Board in its sole and absolute discretion, subject to any necessary Shareholder approvals.
Grant date:	The timing and frequency of the grant of Performance Rights will be as determined by the Board in its sole and absolute discretion.
Exercise price:	Performance Rights will be granted with a nil exercise price.
Life of Performance Rights:	Unless otherwise determined by the Board in its sole and absolute discretion, Performance Rights granted will have a maximum life of 15 years, such that if they are not exercised before the 15 year anniversary of their grant ( <b>Expiry Date</b> ) they will lapse.
Rights attaching to Performance Rights:	Participants will have no voting or dividend rights until performance Rights are exercised and the participants hold Shares.
Vesting conditions:	The vesting of Performance Rights will be conditional on the satisfaction of any vesting conditions and/or performance hurdles which the Board has determined will attach to any Performance Rights.
Vesting notification:	When a Performance Right vests, the Company will issue a vesting notification to the relevant participant, after which the vested Performance Right will be exercised upon completion by the participant of an exercise notice within a period specified by the Board (except in the case of Performance Rights with deemed automatic exercise upon vesting, in which case no further action is required by the participant).
Lapsing conditions:	Unless otherwise determined by the Board in its sole and absolute discretion, any unvested Performance Rights will lapse on the earlier of: <ul style="list-style-type: none"> <li>• the cessation of a participant's employment or office (subject to the rules governing cessation of employment summarised below);</li> <li>• where a participant has acted fraudulently, dishonestly or willfully breaching their duties;</li> <li>• if an applicable vesting condition and/or performance hurdle are not, or, in the opinion of the Board, cannot be, achieved by the relevant time; or</li> <li>• the Expiry Date.</li> </ul>
Cessation of employment or office:	On cessation of employment: <ul style="list-style-type: none"> <li>• Performance Rights that have vested but have not been exercised will continue in force and remain exercisable in accordance with the Plan until the expiry date, unless the Board in its sole and absolute discretion determines otherwise, including where the employee has been terminated for serious misconduct and other reasons justifying termination without notice; and</li> <li>• unvested Performance Rights will be forfeited unless the Board in its sole and absolute discretion determines otherwise, including where the employee has been terminated due to death, retirement due to ill health and genuine redundancy. In such cases the Board may determine whether any vesting conditions and/or performance hurdles applicable to those Performance Rights have been satisfied and if so that vesting may be on a pro rata basis over the employee's service period during the vesting period. Any such Performance Right will not be determined or exercisable until the end of the vesting period.</li> </ul>
Rights attaching to Share:	All Shares acquired by participants upon the exercise of Performance Rights will rank equally with existing Shares on and from the date of acquisition.
Disposal restrictions on Shares:	Prior to the grant of any Performance Rights, the Board may impose disposal restrictions on Shares acquired by participants following the exercise of Performance Rights, for example, by way of the use of an employee share trust or an Australian Securities Exchange holding lock. During any Share disposal restriction period, participants will have full dividend and voting rights.
Change of control event:	A change of control event occurs if: <ul style="list-style-type: none"> <li>• a person or entity becomes a legal or beneficial owner of 50% or more of the issued share capital of the Company; or</li> <li>• a person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company.</li> </ul> <p>In the event of a change of control event occurring, the Board may determine, in its sole and absolute discretion, the manner in which all unvested and vested Performance Rights will be dealt with.</p>
Bonus issues:	Subject to the Listing Rules, if there is a bonus issue to the holder of Shares, then the number of Shares over which a Performance Right is exercisable will be increased by the number of Shares which the holder of the Performance Right would have received if the Performance Right had been exercised before the record date for the bonus issue.
Pro rata issues:	If the Company makes a pro rata issue to the holder of Shares, then due to Performance Rights having a nil exercise price, no adjustment will be required.

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Reorganisation:	In the event of any reorganisation (including consolidation, sub-division, reduction, return or cancellation) of the issue capital of the Company, the number of Performance Rights to which each participant is entitled will be changed in accordance with the Listing Rules.
Buy-back:	The Company may buy-back Shares acquired upon exercise of Performance Rights in accordance with the rules of the Plan.


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**Resolute**



## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

RSG

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AWST) on Tuesday, 13 May 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

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

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

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Resolute Mining Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Resolute Mining Limited to be held at Flame Tree Boardroom, Liberty Westralia Square 2, Perth, WA 6000 on Thursday, 15 May 2025 at 2:00pm (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Simon Jackson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ms Sabina Shugg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Andrew Wray as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Election of Mr Chris Eger as Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of FY25 grant of Performance Rights to Mr Chris Eger	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number  Email Address

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

