



All Registry communications to:  
Automic  
Group GPO  
Box 5193  
Sydney NSW 2001  
Telephone (free call within Australia): 1300 288 664  
ASX/AIM Code: CLA

1 April 2026

### Upcoming General Meeting of Shareholders

Dear Shareholder,


Celsius Resources limited ACN 009 162 949 (ASX/AIM: CLA or “the **Company**”), advises that a General Meeting will be held in person at Level 5, 191 St Georges Terrace, Perth, Western Australia 6000 on Thursday, 30 April 2026 at 3:00pm AWST (**Meeting**).

#### Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at <https://celsiusresources.com/announcements> or the Company’s ASX market announcements platform at [www.asx.com.au](http://www.asx.com.au) (ASX: CLA).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

#### Voting by Proxy

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|---|--|
| <p><b>Online</b><br/>scan the QR code below using your smartphone</p>  | <p>Lodge your Proxy vote online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions:</p> <ol style="list-style-type: none"><li>1. Login to the Automic website using the holding details as shown on your holding statement.</li><li>2. Click on ‘Meetings’ – ‘Vote’.</li></ol> <p>To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.</p> |
|---|--|

For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

#### Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at [info@celsiusresources.com.au](mailto:info@celsiusresources.com.au).

Copies of all Meeting related material including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by Chairman, Peter Hume.

For personal use only



**Celsius Resources Limited  
ACN 009 162 949**

## **Notice of General Meeting**

**A General Meeting of the Company will be held as follows:**

**Time and date:** 3.00pm (AWST) on Thursday, 30 April 2026

**Location:** Level 5, 191 St Georges Terrace, Perth WA 6000

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

**Should you wish to discuss any matter, please do not hesitate to contact the  
Company Secretary by telephone on +61 (8) 9324 4516.**

**Shareholders are urged to vote by lodging the Proxy Form**

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**Celsius Resources Limited**  
**ACN 009 162 949**  
**(Company)**

**Notice of General Meeting**

Notice is hereby given that a general meeting of Shareholders of Celsius Resources Limited (**Company**) will be held at Level 5, 191 St Georges Terrace, Perth WA 6000 on Thursday, 30 April 2026 at 3.00pm (AWST) (**Meeting**).

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

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 as Shareholders on Tuesday, 28 April 2026 at 5.00pm (AWST).

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

## **Agenda**

### **1 Resolutions**

#### **Resolution 1 – Ratification of issue of Tranche 1 Placement Shares**

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

*‘That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 463,250,000 Tranche 1 Placement Shares on the terms and conditions in the Explanatory Memorandum.’*

**Important Note:** The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

#### **Resolution 2 – Approval to issue Tranche 2 Placement Securities**

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

*‘That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 233,500,000 Tranche 2 Placement Securities on the terms and conditions in the Explanatory Memorandum.’*

**Important Note:** The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

### **Resolution 3 – Approval to issue Director Placement Securities**

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

*'That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 500,000 Director Placement Shares and 250,000 Director Placement Options to Director Neil Grimes (or his nominee/s), on the terms and conditions in the Explanatory Memorandum.'*

**Important Note:** The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

### **Resolution 4 – Approval to issue Broker Options**

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

*'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 58,125,000 Broker Options, on the terms and conditions in the Explanatory Memorandum.'*

**Important Note:** The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

### **Resolution 5 – Ratification of issue of 2025 AIM Placement Securities**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 111,300,000 2025 AIM Placement Securities on the terms and conditions in the Explanatory Memorandum.'*

**Important Note:** The Securities the subject of this Resolution are expressed in this Notice and the Explanatory Memorandum on a pre-Consolidation basis.

### **Resolution 6 – Consolidation of capital**

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

*'That, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions in the Explanatory Memorandum, on the basis that:*

- (a) every twenty (20) Shares be consolidated into one (1) Share;
- (b) every twenty (20) Options be consolidated into one (1) Option; and
- (c) every twenty (20) Warrants be consolidated into one (1) Warrant,

and where the Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security, on the terms and conditions in the Explanatory Memorandum.'

## 2

### Voting exclusions

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

- (a) **Resolution 1:** by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associates, or their nominees.
- (b) **Resolution 2:** by or on behalf of Bardin Davis and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (c) **Resolution 3:** by or on behalf of Neil Grimes (or his nominee/s), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (d) **Resolution 4:** by or on behalf of Evolution Capital Pty Ltd (or its nominee/s), and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Broker Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates.
- (e) **Resolution 5:** by or on behalf of any person who participated in the issue of the 2025 AIM Placement Securities, or any of their respective associates, or their nominees.

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

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

**BY ORDER OF THE BOARD**



**Peter Hume**  
**Chairman**  
**Celsius Resources Limited**

Dated: 31 March 2026

**Celsius Resources Limited**  
**ACN 009 162 949**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 5, 191 St Georges Terrace, Perth WA 6000 on Thursday, 30 April 2026 at 3.00pm (AWST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted and includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

|            |   |
|------------|---|
| Section 2  | Action to be taken by Shareholders                                    |
| Section 3  | Resolution 1 – Ratification of issue of Tranche 1 Placement Shares    |
| Section 4  | Resolution 2 – Approval to issue Tranche 2 Placement Securities       |
| Section 5  | Resolution 3 – Approval to issue Director Placement Securities        |
| Section 6  | Resolution 4 – Approval to issue Broker Options                       |
| Section 7  | Resolution 5 – Ratification of issue of 2025 AIM Placement Securities |
| Section 8  | Resolution 6 – Consolidation of capital                               |
| Schedule 1 | Definitions   |
| Schedule 2 | Terms and conditions of Placement Options and Broker Options          |
| Schedule 3 | Terms and conditions of 2025 AIM Placement Broker Warrants            |

A Proxy Form is made available with the Explanatory Memorandum.

## 2. Action to be taken by Shareholders

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

### 2.1 Voting by proxy

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

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

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

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

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

Your proxy voting instruction must be received by 3.00pm (AWST) on Tuesday, 28 April 2026, being not later than 48 hours before the commencement of the Meeting.

## **2.2 Chair's voting intentions**

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

## **2.3 Depository Interest holders**

### **Persons entitled to vote**

The Form of Instruction (accompanying this Notice of Meeting) must be signed by the depository interest holder or an attorney duly authorised in writing and deposited at the office of the Depository, Computershare Investor Services PLC, located at The Pavilions, Bridgewater Road, Page 8 Bristol BS99 6ZY by 3.00pm (UK Time) on Friday, 24 April 2026. Any Form of Instruction received after that time will not be valid for the Meeting.

### **CREST Voting**

Holders of Depository Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. 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 (available via [www.euroclear.com](http://www.euroclear.com)).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 3.00pm (UK Time) on Friday, 24 April 2026. 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 Depository 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 Depository Interest holder concerned to take (or, if the Depository Interest 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 connection, Depository Interest 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.

### 3. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

#### 3.1 Background

On 23 February 2026, the Company announced that it had received firm commitments for a \$9.3 million (before costs) placement via the issue of up to 465,000,000 Shares (**Placement Shares**) at an issue price of \$0.02 per Placement Share (**Placement**), with one free attaching option for every two Placement Shares subscribed for and issued in the Placement, expiring 3 years from the date of issue with an exercise price of \$0.035 per option (**Placement Options**).

Evolution Capital Pty Ltd (**Lead Manager**) acted as the sole lead manager and sole bookrunner to the Placement. A summary of the Lead Manager Mandate is set out in Section 6.2.

The Placement is comprised of the following tranches:

- (a) **Tranche 1:** the issue of 463,250,000 Placement Shares to unrelated Placement participants (**Tranche 1 Placement Shares**), which were issued on 27 February 2026 without prior Shareholder approval under Listing Rule 7.1 (the subject of Resolution 1).
- (b) **Tranche 2:** subject to and conditional on the prior receipt of Shareholder approval, the issue of:
  - (i) up to 1,250,000 Placement Shares to unrelated Placement participants (**Tranche 2 Placement Shares**); and
  - (ii) up to 232,250,000 Placement Options to unrelated Placement participants (**Placement Options**),(the subject of Resolution 2).
- (c) **Tranche 3:** subject to and conditional on the prior receipt of Shareholder approval, the issue of up to 500,000 Placement Shares (**Director Placement Shares**) and up to 250,000 Placement Options to Neil Grimes (or his nominee/s) (**Director Placement Options**) (the subject of Resolution 3).

In addition, the Company has agreed to issue up to 58,125,000 Options to the Lead Manager (or its nominee/s) as partial consideration for the provision of lead managerial and bookrunner services in connection with the Placement (**Broker Options**) (the subject of Resolution 4).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the prior issue of the Tranche 1 Placement Shares.

The Company confirms that Listing Rule 7.1 was not breached at the time the Tranche 1 Placement Shares were agreed to be issued.

#### 3.2 Listing Rules 7.1 and 7.4

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

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

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 463,250,000 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, 463,250,000 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 463,250,000 Equity Securities for the 12-month period following the issue of those Tranche 1 Placement Shares.

### 3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to professional and sophisticated investors, none of whom are a related party of the Company or a Material Investor. The Placement participants were identified through a bookbuild process, which involved the Company and the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and Lead Manager.
- (b) A total of 463,250,000 Tranche 1 Placement Shares were issued under Listing Rule 7.1.
- (c) The Tranche 1 Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 27 February 2026 at an issue price of \$0.02 each.
- (e) A summary of the intended use of funds raised from the Placement is set out below:
  - (i) corporate working capital purposes throughout 2026 including funds being available to contribute to fees payable to advisors and consultants to support the process of financing the Maalinao-Caigutan Biyog (**MCB**) Project in the Philippines;
  - (ii) compliance activities for the MCB, Sagay and Botilao projects in the Philippines as required to maintain these projects and related permits in good standing whilst the MCB financing is delivered;
  - (iii) pursuing mineralised extensions at the Botilao Copper-Gold project following the recent renewal of the exploration permit; and
  - (iv) fees associated with the Placement.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

### **3.4 Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

## **4. Resolution 2 – Approval to issue Tranche 2 Placement Securities**

### **4.1 General**

The background to Placement, including the proposed issue of the Tranche 2 Placement Shares and Placement Options (together, the **Tranche 2 Placement Securities**) are set out in Section 3.1 above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of up to 233,500,000 Tranche 2 Placement Securities in the proportions below:

- (a) up to 1,250,000 Tranche 2 Placement Shares; and
- (b) up to 232,250,000 Placement Options.

### **4.2 Listing Rule 7.1**

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

The effect of Shareholders passing Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Securities. In addition, the issue of the Tranche 2 Placement Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Securities.

### **4.3 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Securities:

- (a) The Tranche 2 Placement Shares will be issued to Bardin Davis a consultant to the Company. The Placement Options will be issued to professional and sophisticated investors who subscribed for and were issued Tranche 1 Placement Shares and Bardin Davis, none of whom are a related party of the Company or a Material Investor. The Placement participants were identified through a bookbuild process, which involved the Company and the Lead Manager seeking expressions of interest to participate in the Placement from new and existing contacts of the Company and Lead Manager.
- (b) A maximum of 233,500,000 Tranche 2 Placement Securities will be issued, in the proportions below:
  - (i) up to 1,250,000 Tranche 2 Placement Shares; and
  - (ii) up to 232,250,000 Placement Options.

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- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue. The Placement Options will be exercisable at \$0.035 each and expire 3 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
  - (d) The Tranche 2 Placement Securities will be issued no later than 3 months after the date of the Meeting.
  - (e) The Tranche 2 Placement Shares will be issued at an issue price of \$0.02 each, being the same price at which the Tranche 1 Placement Shares were issued. As the Placement Options are free attaching to the Placement Shares, the Company will not receive any cash consideration for the issue of the Placement Options.
  - (f) Refer to Section 3.3(e) for a summary of the intended use of funds raised from the Placement.
  - (g) There are no other material terms to the proposed issue of the Tranche 2 Placement Securities.
  - (h) A voting exclusion statement is included in the Notice.

#### **4.4 Additional information**

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

### **5. Resolution 3 – Approval to issue Director Placement Securities**

#### **5.1 General**

The background to the Placement, including the proposed issue of Director Placement Shares and Director Placement Options (together, the **Director Placement Securities**) is set out in Section 3.1 above.

Director Neil Grimes wishes to participate in the Placement on the same terms as other unrelated investors of up to \$10,000, being the issue of up to 500,000 Director Placement Shares and 250,000 Director Placement Options.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to Mr Grimes (or his nominee/s).

#### **5.2 Listing Rule 10.11**

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

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the

board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

Mr Grimes is a related party of the Company by virtue of being a director of the Company.

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

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

The effect of Shareholders passing Resolution 3 will be to allow the Company to issue the Director Placement Securities, raising \$10,000 (before costs) under the Placement.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Placement Securities and will not raise the additional \$10,000 (before costs) committed by Mr Grimes.

### **5.3 Specific information required by Listing Rule 10.13**

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

- (a) The Director Placement Securities will be issued to Mr Grimes (or his nominee/s) as follows:
  - (i) up to 500,000 Director Placement Shares; and
  - (ii) up to 250,000 Director Placement Options.
- (b) Mr Grimes falls into the category stipulated by Listing Rule 10.11.1. In the event the Director Placement Securities are issued to his nominee, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A maximum of 500,000 Director Placement Shares and 250,000 Director Placement Options will be issued to Mr Grimes (or his nominee/s).
- (d) The Director Placement Shares will be fully paid and rank equally in all respects with the Company's existing Shares on issue. The Director Placement Options will be exercisable at \$0.035 each and expire 3 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (e) The Director Placement Securities will be issued no later than 1 month after the date of the Meeting.
- (f) The Director Placement Shares will be issued at a price of \$0.02 each, being the same price as those Placement Shares issued to non-related party participants in the

Placement. As the Director Placement Options are free attaching to the Director Placement Shares, the Company will not receive any cash consideration for the issue of the Director Placement Options.

- (g) Refer to Section 3.3(e) for a summary of the intended use of funds raised from the Placement.
- (h) The proposed issue of the Director Placement Securities is not intended to remunerate or incentivise Mr Grimes.
- (i) There are no other material terms to the proposed issue of the Director Placement Securities.
- (j) A voting exclusion statement is included in the Notice.

#### **5.4 Chapter 2E of the Corporations Act**

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

- (a) obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act;
- (b) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to a related party of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those Securities issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

#### **5.5 Additional information**

Resolution 3 is an ordinary resolution.

The Board (with Mr Grimes abstaining due to his personal interest in the outcome of the Resolution) recommends that Shareholders vote in favour of Resolution 3.

### **6. Resolution 4 – Approval to issue Broker Options**

#### **6.1 General**

The background to the Placement, including the proposed issue of Broker Options is set out in Section 3.1 above.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of up to 58,125,000 Broker Options to the Lead Manager (or its nominee/s).

## 6.2 Summary of Lead Manager Mandate

The Company entered into a mandate with the Lead Manager for the provision of lead managerial and bookrunner services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company has agreed to pay the following fees to the Lead Manager:

- (a) a fee equal to 6% of the gross proceeds under the Placement; and
- (b) subject to Shareholder approval, the Broker Options.

The Company has also agreed to offer the Lead Manager a first offer right to act as a joint lead manager to any equity raising undertaken by the Company in the 6 months after completion of the Placement.

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

## 6.3 Listing Rule 7.1

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

The proposed issue of the Broker Options does not fit within any of the exceptions to Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Broker Options to the Lead Manager (or its nominee/s).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Broker Options to the Lead Manager (or its nominee/s) and may need to negotiate alternative commercial arrangements to pay the Lead Manager for its services, which may include a cash payment equivalent to the value of the Broker Options.

## 6.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Broker Options:

- (a) The Broker Options will be issued to the Lead Manager (or its nominee/s), none of whom are a related party of the Company.

The Lead Manager is considered to be a Material Investor in accordance with paragraph 7.2 of ASX Guidance Note 21 on the basis that it will be issued Broker Options which comprise more than 1% of the Company's current issued capital.

- (b) A maximum of 58,125,000 Broker Options will be issued.
- (c) The Broker Options will be exercisable at \$0.035 each and expire 3 years from the date of issue and will otherwise be on the terms and conditions in Schedule 2.
- (d) The Broker Options will be issued no later than 3 months after the date of the Meeting.

- (e) The Broker Options will be issued for nil cash consideration, as partial consideration for the provision of lead manager services pursuant to the terms of the Lead Manager Mandate. Accordingly, no funds will be raised by the issue of the Broker Options.
- (f) A summary of the Lead Manager Mandate is in Section 6.2 above.
- (g) A voting exclusion statement is included in the Notice.

## 6.5 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 4.

## 7. Resolution 5 – Ratification of issue of 2025 AIM Placement Securities

### 7.1 Background

On 13 November 2025, the Company announced that it had received firm commitments for a £0.53 million (before costs) placement via the issue of 106,000,000 Shares on AIM, a market operated by the London Stock Exchange plc (**2025 AIM Placement Shares**) at an issue price of 0.5 pence per 2025 AIM Placement Share (**2025 AIM Placement**).

Zeus Capital Limited (**Zeus**) acted as the lead manager to the 2025 AIM Placement. A summary of the material terms of the engagement of Zeus as lead manager to the 2025 AIM Placement is set out in Section 7.2.

On 19 November 2025, the Company issued:

- (a) 106,000,000 2025 AIM Placement Shares to unrelated 2025 AIM Placement participants under Listing Rule 7.1A; and
- (b) 5,300,000 Warrants to Zeus (or its nominee/s) under Listing Rule 7.1 as partial consideration for the provision of lead manager and bookrunner services in connection with the 2025 AIM Placement (**2025 AIM Placement Broker Warrants**).

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 2025 AIM Placement Shares and the 2025 AIM Placement Broker Warrants (together, the **2025 AIM Placement Securities**).

The Company confirms that Listing Rules 7.1 and 7.1A were not breached at the time the 2025 AIM Placement Securities were agreed to be issued.

### 7.2 Summary of Zeus Lead Manager Mandate

The Company entered into a mandate with Zeus for the provision of lead managerial and bookrunner services, including the coordination and management of the 2025 AIM Placement (**Zeus Lead Manager Mandate**).

Under the Zeus Lead Manager Mandate, the Company has agreed to pay the following fees to Zeus:

- (a) a fee equal to 5% of the gross proceeds under the 2025 AIM Placement;
- (b) a corporate finance fee of GBP10,000; and

- (c) the 2025 AIM Placement Broker Warrants.

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

### **7.3 Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rules 7.1 and 7.4 is in Section 3.2.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held in November 2024.

If Resolution 5 is passed, 106,000,000 2025 AIM Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A and 5,300,000 2025 AIM Placement Broker Warrants will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 5 is not passed, 106,000,000 2025 AIM Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A and 5,300,000 2025 AIM Placement Broker Warrants will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 111,300,000 Equity Securities for the 12-month period following the issue of those 2025 AIM Placement Securities.

### **7.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the 2025 AIM Placement Securities:

- (a) The 2025 AIM Placement Shares were issued to professional and sophisticated investors, none of whom are a related party of the Company or a Material Investor. The 2025 AIM Placement participants were identified through a bookbuild process, which involved the Company and Zeus seeking expressions of interest to participate in the 2025 AIM Placement from new and existing contacts of the Company and Zeus.
- (b) A total of 111,300,000 2025 AIM Placement Securities were issued as follows:
- (i) 106,000,000 2025 AIM Placement Shares under Listing Rule 7.1A; and
  - (ii) 5,300,000 2025 AIM Placement Broker Warrants under Listing Rule 7.1.
- (c) The 2025 AIM Placement Shares are fully paid and rank equally in all respects with the Company's existing Shares on issue. The 2025 AIM Placement Broker Warrants are exercisable at \$0.015 each and expire on 19 November 2028 and are otherwise subject to the terms and conditions in Schedule 3.
- (d) The 2025 AIM Placement Securities were issued on 19 November 2025.
- (e) The 2025 AIM Placement Shares were issued at an issue price of 0.5 pence each. The 2025 AIM Placement Broker Warrants were issued as partial consideration for the provision of lead manager services pursuant to the terms of the Zeus Lead Manager

Mandate. Accordingly, no funds were raised by the issue of the 2025 AIM Placement Broker Warrants.

- (f) Funds raised from the 2025 AIM Placement have been or are intended to be used towards progressing the Company's corporate and operational strategy, and for general working capital.
- (g) There are no other material terms to the agreement for the subscription of the 2025 AIM Placement Securities.
- (h) A voting exclusion statement is included in the Notice.

## **7.5 Additional information**

Resolution 5 is an ordinary resolution.

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

## **8. Resolution 6 – Consolidation of capital**

### **8.1 General**

Resolution 6 seeks Shareholder approval for the Company to undertake a consolidation of its capital on a 20 for 1 basis (**Consolidation**).

### **8.2 Legal requirements**

Section 254H(1) of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell Equity Security holders:

- (a) the effect of the proposal on the number of Securities and the amount unpaid (if any) on the Securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any convertible securities on issue. Listing Rule 7.21 provides that a listed entity which has convertible securities (except Options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of its convertible securities or the conversion price, or both, is reorganised so that the holder of the Convertible Securities will not receive a benefit that holders of ordinary Securities do not receive.

Listing Rule 7.22.1 requires that when a listed entity undertakes a consolidation of capital, the number of its Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

If Resolution 6 is passed, the Company will be able to proceed with the Consolidation and the number of Securities on issue is anticipated to be adjusted as follows, based on the Securities on issue as at the date of this Notice (in each case, subject to rounding up):

| Security | Pre-Consolidation | Post-Consolidation |
|----------|-------------------|--------------------|
| Shares   | 3,719,610,609     | 185,980,530        |
| Options  | 455,251,268       | 22,762,563         |
| Warrants | 259,601,390       | 12,980,070         |

If Resolution 6 is not passed, the Company will not be able to proceed with the Consolidation.

### 8.3 Fractional entitlements

Not all Shareholders will hold that number of Securities (Shares, Options or Warrants, as the case may be) which can be evenly divided by 20. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security (Shares, Options, or Warrants, as applicable).

### 8.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation, and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

### 8.5 Holding statements

From the date of Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities. It is the responsibility of each Shareholder to check the number of Securities held prior to disposal or exercise (as the case may be).

### 8.6 Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the tables below. All numbers are subject to rounding.

#### (a) Shares

|  | Pre-Consolidation | Post-Consolidation |
|--|-------------------|--------------------|
| Shares currently on issue <sup>(1)</sup> | 3,719,610,609     | 185,980,530        |

**Note 1:** The above table does not include the Shares which may be issued (assuming receipt of Shareholder approval) under Resolution 2 and Resolution 3.

#### (b) Options

| Expiry Date       | Pre-Consolidation |                      | Post-Consolidation |                     |
|-------------------|-------------------|----------------------|--------------------|---------------------|
|                   | Number            | Exercise Price (A\$) | Number             | Exercise Price (\$) |
| 20 May 2028       | 421,577,913       | 0.01                 | 21,078,896         | 0.20                |
| 30 September 2027 | 33,673,355        | 0.025                | 1,683,668          | 0.50                |

**Note 1:** The above table does not include the Options which may be issued (assuming receipt of Shareholder approval) under Resolution 3 and Resolution 4.

(c) **Warrants**

| Expiry Date      | Pre-Consolidation |                | Post-Consolidation |                |
|------------------|-------------------|----------------|--------------------|----------------|
|                  | Number            | Exercise Price | Number             | Exercise Price |
| 28 April 2028    | 12,500,000        | £0.008         | 625,000            | £0.16          |
| 28 April 2026    | 13,500,000        | £0.008         | 675,000            | £0.16          |
| 28 April 2026    | 10,000,000        | £0.008         | 500,000            | £0.16          |
| 31 December 2026 | 181,694,414       | £0.009         | 9,084,721          | £0.18          |
| 31 December 2026 | 36,606,976        | £0.005         | 1,830,349          | £0.10          |
| 19 November 2028 | 5,300,000         | A\$0.015       | 265,000            | A\$0.30        |

## 8.7 Consolidation timetable

If Resolution 6 is passed, the Consolidation will take effect in accordance with the following timetable:

| Event  | Date <sup>(1)</sup> |
|--|---------------------|
| Company announces Consolidation using an Appendix 3A.3 and sends out Notice  | 1 April 2026        |
| Meeting – Shareholders approve Consolidation   | 30 April 2026       |
| Effective Date of Consolidation  | 21 July 2026        |
| Last day for trading on a pre-Consolidation basis  | 22 July 2026        |
| Post-Consolidation trading starts on a deferred settlement basis   | 23 July 2026        |
| Record date and last day for Company to register transfers on a pre-Consolidation basis  | 24 July 2026        |
| First day for Company to update its register of Securities on a post-Consolidation basis and first day for issue of holding statements       | 27 July 2026        |
| Last date for Company to update its register and send holding statements on a post-Consolidation basis and notify ASX that this has occurred | 31 July 2026        |
| Normal trading of post-Consolidation Securities commences  | 3 August 2026       |

**Note 1:** The timetable is a proposed indicative timetable. The Board reserves the right to vary the dates in accordance with the Listing Rules.

## 8.8 Additional information

Resolution 6 is an ordinary resolution.

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

## Schedule 1 Definitions

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

|   |  |
|---|--|
| <b>\$ or A\$</b>                          | means Australian Dollars.  |
| <b>£</b>                                  | means Great British Pound.   |
| <b>2025 AIM Placement Broker Warrants</b> | has the meaning given to it in Section 7.1.  |
| <b>2025 AIM Placement</b>                 | has the meaning given to it in Section 7.1.  |
| <b>2025 AIM Placement Securities</b>      | means the 2025 AIM Placement Shares and the 2025 AIM Placement Broker Warrants.  |
| <b>2025 AIM Placement Shares</b>          | has the meaning given to it in Section 7.1.  |
| <b>ASX</b>                                | means the ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.  |
| <b>AWST</b>                               | means Australian Western Standard Time, being the time in Perth, Western Australia.  |
| <b>Board</b>                              | means the board of Directors.  |
| <b>Broker Options</b>                     | has the meaning given to it in Section 3.1.  |
| <b>Chair</b>                              | means the person appointed to chair the Meeting of the Company convened by the Notice.   |
| <b>Company</b>                            | means Celsius Resources Limited (ACN 009 162 949).   |
| <b>Consolidation</b>                      | has the meaning given to it in Section 8.1.  |
| <b>Corporations Act</b>                   | means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.   |
| <b>Director</b>                           | means a director of the Company.   |
| <b>Director Placement Options</b>         | has the meaning given to it in Section 3.1.  |
| <b>Director Placement Securities</b>      | has the meaning given to it in Section 5.1.  |
| <b>Director Placement Shares</b>          | has the meaning given to it in Section 3.1.  |
| <b>Equity Security</b>                    | has the same meaning as in the Listing Rules.  |
| <b>Explanatory Memorandum</b>             | means the explanatory memorandum which forms part of the Notice.   |
| <b>Key Management Personnel</b>           | 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.

|                                       |   |
|---------------------------------------|---|
| <b>Lead Manager</b>                   | has the meaning given to it in Section 3.1.   |
| <b>Lead Manager Mandate</b>           | has the meaning given to it in Section 6.2.   |
| <b>Listing Rules</b>                  | means the listing rules of ASX.   |
| <b>Material Investor</b>              | means, in relation to the Company: <ul style="list-style-type: none"> <li>(a) a related party;</li> <li>(b) Key Management Personnel;</li> <li>(c) a substantial Shareholder;</li> <li>(d) an advisor; or</li> <li>(e) an associate of the above,</li> </ul> who received or will receive Securities in the Company which constitute more than 1% of the Company's capital structure. |
| <b>Meeting</b>                        | has the meaning given in the introductory paragraph of the Notice.  |
| <b>Notice</b>                         | means this notice of general meeting.   |
| <b>Option</b>                         | means an option to acquire a Share.   |
| <b>Placement</b>                      | has the meaning given to it in Section 3.1.   |
| <b>Placement Options</b>              | has the meaning given to it in Section 3.1.   |
| <b>Placement Shares</b>               | has the meaning given to it in Section 3.1.   |
| <b>Proxy Form</b>                     | means the proxy form made available with this Notice.   |
| <b>Resolution</b>                     | means a resolution referred to in the Notice.   |
| <b>Schedule</b>                       | means a schedule to the Notice.   |
| <b>Section</b>                        | means a Section of this Notice.   |
| <b>Securities</b>                     | means any Equity Securities of the Company (including Shares, Options and/or Warrants).   |
| <b>Share</b>                          | means a fully paid ordinary share in the capital of the Company.  |
| <b>Shareholder</b>                    | means the holder of a Share.  |
| <b>Tranche 1 Placement Shares</b>     | has the meaning given to it in Section 3.1.   |
| <b>Tranche 2 Placement Securities</b> | has the meaning given to it in Section 4.1.   |
| <b>Tranche 2 Placement Shares</b>     | has the meaning given to it in Section 3.1.   |
| <b>Zeus</b>                           | means Zeus Capital Limited.   |

**Zeus Lead Manager  
Mandate**

has the meaning given to it in Section 7.2.

For personal use only

## Schedule 2 Terms and conditions of Placement Options and Broker Options

The terms and conditions of the Placement Options and the Broker Options (in this Schedule, referred to as **Options**) are as follows:

- For personal use only
- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
  - (b) **(Exercise Price)**: Each Option has an exercise price of A\$0.035 (**Exercise Price**).
  - (c) **(Expiry Date)**: Each Option will expire at 5:00pm (AWST) on the date that is 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
  - (d) **(Exercise Period)**: The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
  - (e) **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
  - (f) **(Issue of Shares)**: Within 5 business days after the valid exercise of an Option, the Company will:
    - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
    - (ii) issue a substitute Certificate for any remaining unexercised Options held by the holder;
    - (iii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
    - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
  - (g) **(Ranking)**: All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
  - (h) **(Transferability of the Options)**:
    - (i) The Options are freely transferable once admitted to Official Quotation.
    - (ii) In the event the Options are not admitted to Official Quotation, the Options are not transferable, except with the prior written approval of the Company at its sole discretion and subject to compliance with the Corporations Act and Listing Rules.
  - (i) **(Dividend rights)**: An Option does not entitle the holder to any dividends.
  - (j) **(Voting rights)**: An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
  - (k) **(Quotation of the Options)**: The Company will apply for quotation of the Options on the ASX subject to compliance with the requirements of ASX and the Listing Rules. In the event that the Company is unable to satisfy the ASX requirements, the Options will still be issued but will be unquoted Options.
  - (l) **(Adjustments for reorganisation)**: If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied in accordance with the Listing Rules.
  - (m) **(Entitlements and bonus issues)**: Subject to the rights under paragraph (m), holders will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.

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- (n) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
    - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
    - (ii) no change will be made to the Exercise Price.
  - (o) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
  - (p) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
  - (q) **(Takeovers prohibition):**
    - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
    - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
  - (r) **(No other rights)** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
  - (s) **(Amendments required by ASX)** The terms of the Options may be amended as considered necessary by the Board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.
  - (t) **(Constitution)** Upon the issue of the Shares on exercise of the Options, the holder will be bound by the Company's Constitution.

### Schedule 3 Terms and conditions of 2025 AIM Placement Broker Warrants

- (a) **(Entitlement):** Each Warrant entitles the holder to subscribe for one Share upon exercise of the Warrant.
- (b) **(Exercise Price):** Each Warrant has an exercise price of A\$0.015 (**Exercise Price**).
- (c) **(Expiry Date):** Each Warrant will expire at 5.00pm (AWST) on 19 November 2028. A Warrant not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Period):** The Warrants are exercisable at any time and from time to time on or prior to the Expiry Date.
- (e) **(Transferability of the Warrants):** The Warrants are not transferable.
- (f) **(Notice of Exercise):** The Warrants may be exercised by delivery to the Company (during normal business hours) of the Warrant certificate and a duly completed notice (**Notice of Exercise**) and payment of the Exercise Price for each Warrant being exercised.

Any Notice of Exercise of a Warrant received by the Company will be deemed to be a notice of the exercise of that Warrant as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Warrant being exercised in cleared funds (**Exercise Date**).

- (g) **(Timing of issue of Shares on exercise):** The date of allotment and issue of Shares following delivery of a Notice of Exercise shall take place within 5 Business Days of the later of:
- (i) delivery of the Warrant certificate; or
  - (ii) receipt of the payment of the Exercise Price for each Warrant being exercised in cleared funds (**Allotment Date**).

Within 10 Business Days after the Allotment Date, the Company must issue a new certificate for the remaining Warrants (if any).

- (h) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under section 708A(5)(e) of the Corporations Act, or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Warrants may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act. The Company is authorised by the holder to apply a holding lock on the relevant Warrant Shares during the period of such restriction from trading.
- (i) **(Shares issued on exercise):** Shares issued on exercise of Warrants will rank equally with the then Shares of the Company.
- (j) **(Quotation of Shares on exercise):** If admitted to trading on AIM or permission has been granted for dealings therein on any other stock exchange at the time, all reasonable endeavours will be made by the Company for application to that exchange for quotation or admission of the Shares issued upon the exercise of the Warrants in accordance with the rules of each exchange.
- (k) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Warrants and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Warrants without exercising the Warrants.
- (l) **(Voting rights):** A Warrant does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these terms.
- (m) **(Dividend rights):** A Warrant does not entitle the holder to any dividends.

(n) **(Adjustment Event):** If there is an Adjustment Event, then the Company will adjust the Warrants with effect from the date of the Adjustment Event or, if earlier, the record date for the Adjustment Event in an appropriate manner so far as practical to compensate the holder for the economic effect of the Adjustment Event, including, but not limited to, considering adjustments so that, after such adjustment:

- (i) the total number of Shares for which the outstanding Warrants would then be capable of being exercised carry as nearly as possible (and in any event not less than) the same proportion of the voting rights and the same entitlement to participate in the profits and assets of the Company (including on liquidation), as the Shares carried prior to such adjustment; and
- (ii) the aggregate price payable for all Shares subject to outstanding Warrants will equal the same aggregate price as would be payable for the number of Shares subject to outstanding Warrants immediately before the occurrence of the event giving rise to the adjustment.

No adjustment will be made to the Warrants to the extent that it would result in the Exercise Price as adjusted being less than the Exercise Price.

For the purposes of this paragraph, "**Adjustment Event**" means each of:

- (iii) a subdivision, consolidation or reclassification; or
- (iv) any other event as permitted by the ASX Listing Rules.

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

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

Your proxy voting instruction must be received by **3:00pm (AWST) on Tuesday, 28 April 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://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto: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)

