



Meteoric Resources NL

(ABN 64 107 985 651)

NOTICE OF 2026 ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Thursday, 14 May 2026

Time of Meeting

10:00am (WST)

Place of Meeting

BDO Australia
Level 9
Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting. The **Annual Report** may be viewed on the Company's website at www.meteoric.com.au*

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METEORIC RESOURCES NL
ABN 64 107 985 651
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Meteoric Resources NL (**Company**) will be held at BDO Australia, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 on Thursday, 14 May 2026 at 10:00am (WST) (**Meeting**) for the purpose of transacting the following business.

2025 Transitional Financial Statements and Reports

To receive the financial statements of the Company for the six month period ended 31 December 2025 consisting of the transitional annual financial report, the directors' report and the auditor's report.

Note: there is no requirement for Shareholders to approve these reports.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **non-binding resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 31 December 2025 Transitional Annual Report be and is hereby adopted."

Please note that in accordance with Section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel of the Company whose remuneration is included in the remuneration report, or a Closely Related Party of such member. However, the Company will not disregard any votes cast on this Resolution by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though

Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 2 – Re-election of Dr Paul Kitto as a Director

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

"That, for the purposes of Listing Rule 14.4 and clause 12.3(b) of the Constitution and for all other purposes, Dr Paul Kitto retires in accordance with the Company's Constitution and having offered himself for re-election and being eligible, is hereby re-elected as a Director."

Resolution 3 – Replacement of Constitution

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

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

Resolution 4 – Approval of Proportional Takeover Provisions

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

"That, with effect from the close of the Meeting, for the purposes of sections 136 and 648G of the Corporations Act and for all other purposes, and subject to Resolution 3 being passed as a special resolution, the proportional takeover provisions contained in Schedule 3 be inserted, as rule 11, into the Constitution of the Company."

Resolution 5 – Issue of Short Term Incentive Shares – Dr Andrew Tunks

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

"That, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised, subject to acceptance, to issue 728,889 Shares to Dr Andrew Tunks or his nominee, on the terms and conditions set out in the Explanatory Memorandum."

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Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution (in any capacity) by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question and their nominees and any Associates of those persons. However, the Company will not disregard a vote if it is cast in favour of the resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 6 – Issue of Short Term Incentive Shares – Dr Marcelo de Carvalho

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

“That, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised, subject to acceptance, to issue 769,653 Shares to Dr Marcelo De Carvalho or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution (in any capacity) by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question and their nominees and any Associates of those persons. However, the Company will not disregard a vote if it is cast in favour of the resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or

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- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 7 – Issue of Short Term Incentive Shares – Mr Stuart Gale

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

“That, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised, subject to acceptance, to issue 1,025,000 Shares to Mr Stuart Gale or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution (in any capacity) by or on behalf of a person referred to in Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question and their nominees and any Associates of those persons. However, the Company will not disregard a vote if it is cast in favour of the resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
- (i) a member of the Key Management Personnel; or
- (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 10:00am (WST) on Tuesday, 12 May 2026

- | | |
|-------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| • by post to:
Automic
GPO Box 5193
Sydney NSW 2001 | by delivery to:
Automic
Level 2, 267 St Georges Tce
Perth, WA 6005 |
| • by facsimile on +61 2 8583 3040 | by email to: meetings@automicgroup.com.au |

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

The Explanatory Memorandum and the Proxy Form are part of this Notice.

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For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding Shares at 5.00 pm (WST) time on Tuesday, 12 May 2026 will be entitled to attend and vote at the AGM.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

By order of the Board and dated 14 April 2026.



Matthew Foy
Company Secretary

PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Meteoric Resources NL ABN 64 107 985 651 (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be at BDO Australia, Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA 6000 on Thursday, 14 May 2026 at 10:00am (WST).

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

Financial and Other Reports

As required by Section 317 of the Corporations Act, the financial statements for the transitional period for the six months ended 31 December 2025 and the accompanying directors' report and auditor's report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the Shareholders will have an opportunity to ask questions about the reports at the AGM.

1. Resolution 1 – Remuneration Report

1.1. Introduction

As required by the Corporations Act, the Board has presented the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available on the Company's web site www.meteoric.com.au.

1.2. Voting Consequences

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

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

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

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

1.3. Previous Voting Results

At the Annual General Meeting held on 19 November 2025, the Company received votes of 88.43% in favour of the Remuneration Report and accordingly the Spill Resolution is not relevant for this Annual General Meeting.

If the Remuneration Report receives a 'no' vote of 25% or more at this Annual General Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the Company's next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

1.4. Voting on the Remuneration Report

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In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any persons falling within either of the following classes:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that directs how the proxy is to vote on Resolution 1; or
- (b) the person is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the key management personnel.

The Chair will cast available proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Dr Paul Kitto as a Director

2.1. Introduction

Clause 12.3 of the Constitution provides that:

- (a) A Director must not hold office without re-election:
 - (i) past the third annual general meeting following the Director's appointment or last election; or
 - (ii) for more than three years,

whichever is the longer.

- (b) There must be an election of Directors at each annual general meeting of the Company. This can be satisfied by one or more of the following so long as the maximum number of Directors set by the Company in general meeting (if applicable) is not exceeded:
 1. a person standing for election as a new Director having nominated in accordance with article 12.6;
 2. any Director who was appointed under article 12.7 standing for election as a Director;
 3. any Director who is retiring at the end of the annual general meeting due to the tenure limitation in article 12.3(a), standing for re-election; or
 4. if no person or Director is standing for election or re-election in accordance with paragraphs (a), (b) or (c), then the Director who has been a Director the longest without re-election must retire and stand for re-election. If two or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.
- (c) This article does not apply to one Managing Director who is exempt from retirement and re-election in accordance with article 13.10.

This article 12.3 only applies while the Company is on the official list of ASX

Dr Paul Kitto was appointed by the Directors as Non-Executive Director on 16 October 2019.

Dr Paul Kitto was re-appointed by the Directors pursuant to Clause 12.3 of the Constitution on 10 November 2020 and on 17 November 2023 and accordingly, and pursuant to Listing Rule 14.4, holds office until the date of this Meeting, and being eligible, seeks re-election.

Resolution 2 is an ordinary resolution, requiring a simple majority of eligible votes cast by the Shareholders if it is to be passed.

2.2. Director's Biography

The details of Dr Kitto's qualifications, experience and suitability as a director are available in the Company's Annual Report.

2.3. Directors' Recommendation

The Board (other than Dr Kitto) unanimously supports the re-election of Dr Kitto.

3. Resolution 3 – Replacement of Constitution

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3.1. General

The existing Constitution was adopted by the Company as a public no liability company. The Company has since sought and obtained approval from its shareholders at the 2025 Annual General Meeting to change the Company to a public company limited by shares. Accordingly, the Company considers it appropriate that a new Constitution fit for a public company limited by shares be adopted.

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

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares.

The Proposed Constitution will be tabled at the Meeting. Copies of the existing Constitution and the Proposed Constitution are also available from the Company's website at: <https://meteoric.com.au/constitution2026/>. A copy of the Proposed Constitution can also be sent to any Shareholder upon request to the Company Secretary (mfoy@meteoric.com.au).

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders entitled to vote on the Resolution must be in favour of Resolution 3 for it to be passed.

If Resolution 3 is not passed, the Company will not be able to update its Constitution and as a consequence, may be prevented from changing its company type from a public no liability company to a public company limited by shares.

3.2. Summary of material proposed changes

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or relatively minor in nature. A summary of the material differences between the existing Constitution and the Proposed Constitution is set out in Schedule 2.

Schedule 2 does not contain an exhaustive summary of all differences between the existing Constitution and the Proposed Constitution. Shareholders are encouraged to read and carefully consider each of Schedule 2 and the Proposed Constitution in their entirety.

3.3. Directors' Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3.

4. Resolution 4 - Approval of Proportional Takeover Provisions

4.1. General

The Corporations Act permits a company to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid unless the relevant holders in a general meeting approve the bid. The Company previously had such provisions in its Constitution (which were contained at article 9).

In the case of the Company, it is proposed that the Constitution should again contain such provisions. A company may alter its constitution to insert the relevant provisions. Accordingly, a special resolution is being put to Shareholders under sections 136 and 648G of the Corporations Act to insert proportional takeover provisions as rule 11 into the new Constitution, subject to Resolution 3 being passed.

It is a requirement of the Corporations Act that such provisions in a company's constitution apply for a maximum period of three years, unless renewed earlier. Accordingly, this rule (if approved) will cease to have effect on the third anniversary of the date of the Meeting, unless renewed earlier.

4.2. Information required by section 648G of the Corporations Act

The Corporations Act requires the Company to provide Shareholders with an explanation of the proposed proportional takeover bid provisions so that Shareholders can make an informed decision on whether or not to vote in favour of the Resolution. Accordingly, the Company provides the following information.

What is a proportional takeover bid?

A proportional takeover bid is an off-market takeover offer sent by the bidder to all shareholders, but only in respect of a specified portion of each shareholder's shares. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified proportion of their shares in the Company and retain the balance of their shares.

Effect of the proportional takeover bid provisions

The effect of rule 11, if inserted, will be that where a proportional takeover bid is made for securities in the Company (i.e. a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Board must convene a meeting of holders of the relevant securities to vote on a resolution to approve the bid. The meeting must be held, and the resolution voted on, at least 15 days before the offer period under the bid closes.

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To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed, or deemed to have been passed, the transfer of securities resulting from acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution of the Company.

If the resolution is rejected, the registration of any transfer of securities resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Rule 11 of the Constitution will not apply to full takeover bids (for 100% of each Shareholder's shares).

Reasons for proposing the Resolution

In the Board's view, Shareholders should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, the relevant Shareholders may not have the opportunity to dispose of their securities, and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the securities or makes the shares less attractive and, accordingly, more difficult to sell. Rule 11 of the Constitution would only permit this to occur with the approval of a majority of the relevant holders.

Potential advantages and disadvantages

For the relevant Shareholders, the potential advantages of the provisions in rule 11 of the Constitution are that it will provide them with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved and proceed. This affords the relevant Shareholders an opportunity to have a say in the future ownership and control of the Company and helps the Shareholders avoid being locked into a minority. The Board believes this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the relevant Shareholders. It may also discourage the making of a proportional takeover bid that might be considered opportunistic.

On the other hand, a potential disadvantage for the relevant Shareholders arising from rule 11 of the Constitution is that proportional takeover bids may be discouraged by the further procedural steps that the provisions will entail and, accordingly, this could theoretically reduce any takeover speculation element in the price of the Company's securities. If proportional takeover provisions are inserted, Shareholders may be denied an opportunity to sell a portion of their securities at an attractive price where the majority rejects the offer from persons seeking control of the Company.

The Directors do not consider that there are any advantages or disadvantages specific to the Directors in relation to the provisions in rule 11 of the Constitution.

No knowledge of present acquisition proposals

As at the date of this Notice, none of the Directors is aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company by way of a proportional takeover bid or otherwise.

4.3. Directors' Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 4.

5. Resolutions 5 - 7 - Issue of Shares –Dr Andrew Tunks, Dr Marcelo de Carvalho and Mr Stuart Gale

5.1. General

On 2 June 2023 the Company received Shareholder approval for the adoption of the "Meteoric Resources NL Employee Securities Incentive Plan" (**Plan**) and the provision for the issue of 100,000,000 Securities under that Plan.

The aim of the Plan is to allow the Board to assist eligible persons under the Plan, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. Eligible persons are full-time or permanent part-time employees of the Company or a related body corporate (which includes Directors, the company secretary and officers), or such other persons as the Board determines.

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible persons under the Plan provides a powerful tool to underpin the Company's employment and engagement strategy, and that the implementation of the plan will:

- enable the Company to recruit, incentivise and retain key personnel and other employees needed to achieve the Company's business objectives;
- link the reward of key staff with the achievements of strategic goals and the long term performance of the Company;
- align the financial interest of participants in the Plan with those of Shareholders; and
- provide incentives to participants in the Plan to focus on superior performance that creates Shareholder value.

The key features of the Plan are as follows:

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- The Board will determine (in its sole discretion) the number of incentive securities to be granted to eligible persons under the Plan (or their nominees) and the performance milestones, vesting conditions (if any) and expiry date of such incentive securities.
- The incentive securities are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.
- Subject to the Corporations Act and the Listing Rules and restrictions on reducing the rights of a holder of incentive securities, the Board will have the power to amend the Plan as it sees fit.

A detailed overview of the terms of the Plan is set out in Schedule 1. A copy of the Plan can be obtained by contacting the Company.

The Company is proposing to issue up to a total of 2,523,542 Shares in lieu of STI payments in cash, for nil consideration to Executive Directors of the Company under the Plan in relation to short term incentive remuneration for the Financial Year ending 30 June 2025 (**STI Shares**).

5.2. Chapter 2E and ASX Listing Rule 10.14

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
 - (b) give the benefit within 15 months following such approval,
- unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the STI Shares pursuant to the Plan constitutes giving a financial benefit and, Dr Tunks, Dr de Carvalho and Mr Gale (**Related Parties**) who are related parties of the Company by virtue of being Directors.

In addition, ASX Listing Rule 10.14 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The proposed issue of STI Shares to the Related Parties requires the Company to obtain Shareholder approval pursuant to ASX Listing Rule 10.14 because it will result in the Company issuing securities to a related party of the Company under an employee incentive scheme. Accordingly, Shareholder approval is sought pursuant ASX Listing Rule 10.14 (in accordance with the provisions of Listing Rule 10.15).

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the STI Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of the STI Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1. If Resolutions 5 to 7 are not passed the Company will not be able to issue the STI Shares to the Directors and will need to consider additional methods of appropriately incentivising the Board including the payment of cash.

Resolutions 5 to 7 are ordinary resolutions.

5.3. Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of STI Shares:

- (a) The maximum number of STI Shares to be issued pursuant to Resolutions 5 to 7 is 2,523,542 comprising:
 - a. 728,889 STI Shares to Dr Tunks;
 - b. 769,653 STI Shares to Dr de Carvalho; and
 - c. 1,025,000 STI Shares to Mr Stuart Gale.
- (b) The principal terms of the Plan are set out in Schedule 1.
- (c) In order to preserve cash in FY2025, the STI Shares proposed are to be issued as fully paid ordinary shares in the Company that rank parri passu with the existing class of ordinary shares on issue. The quantum of STI Shares awarded to the Related Parties has been determined in regard to the Remuneration Committee's benchmarking processes and reviewed against personal performance for each director in consultation with the Chair of the Remuneration Committee.
- (d) No loan has been or will be given to Dr Tunks, Dr de Carvalho and Mr Gale relating to the grant of the STI Shares. The STI Shares will be granted for nil consideration as short-term incentives for the Directors. Accordingly, no funds will be raised from the grant of the STI Shares.
- (e) The Company has previously issued the following Equity Securities under the Plan since it was approved on 2 June 2023:

Date Issued	Security	Number Issued	Issue Price
22 September 2023	Performance Rights	22,000,000	Nil

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25 March 2024	Performance Rights	18,500,000	Nil
28 June 2024	Performance Rights	3,000,000	Nil
4 October 2024	Performance Rights	5,000,000	Nil
25 October 2024	Options	6,000,000	Nil
22 November 2024	Performance Rights	15,000,000	Nil
21 March 2025	Performance Rights	21,432,948	Nil
5 December 2025	Shares	2,581,518	Nil
29 January 2026	Shares	2,883,148	Nil

- (f) The Related Parties have been previously issued the following securities under Plan at an average issue price of nil:
- 1,136,640 shares and 10,000,000 performance rights to Dr Tunks;
 - 1,123,200 shares and 8,000,000 performance rights to Dr Carvalho; and
 - 321,678 shares and 25,000,000 performance rights to Mr Gale.
- (g) Under the Plan, only eligible persons or their permitted nominees, are entitled to participate in the Plan. Dr Tunks, Dr de Carvalho and Mr Gale are eligible persons for the purposes of the Plan.
- (h) Dr Tunks, Dr de Carvalho and Mr Gale are related parties of the Company by virtue of being a Directors and therefore fall within ASX Listing Rule 10.14.1.
- (i) The Company will grant the STI Shares no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the STI Shares will be issued on the same date.
- (j) Details of any STI Shares issued under the Plan will be published in each of the Company's annual reports relating to a period in which STI Shares have been issued and approval for the issue of those STI Shares was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under that rule.

- (k) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Closing Price	Date
Highest	\$0.255	27 January 2026
Lowest	\$0.057	4 April 2025
Last	\$0.155	7 April 2026

- (l) The relevant interests of the Eligible Participants in securities of the Company as at the date of this Notice are set out below:

Eligible Participants	Shares	Performance Rights
Dr Andrew Tunks	43,561,909	10,000,000
Dr Marcelo de Carvalho	5,123,200	8,000,000
Mr Stuart Gale	6,798,951	25,000,000

- (m) Total remuneration paid from the Company to the Eligible Participants and their associates for the previous two financial years and current financial year are set out below:

Eligible Participants	Total Anticipated Remuneration 2026/2025	2025/2024	2024/2023
Dr Andrew Tunks	\$320,000	\$1,220,126	\$805,298
Dr Marcelo de Carvalho	\$318,769	\$1,143,868	\$699,906

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Mr Stuart Gale	\$450,000	\$2,213,426	\$476,646
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- (n) If the maximum number of STI Shares are issued to the Eligible Participants, a total of 2,523,542 STI Shares would be issued. This will increase the number of Shares on issue from 2,646,398,877 to 2,648,922,419 (assuming that no Options or Performance Rights are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.95%, comprising 0.028% for Dr Tunks, 0.029% for Dr de Carvalho and 0.039% for Mr Gale.
- (o) The primary purpose of the issue of the STI Shares is to provide a performance linked short term incentive component in the remuneration package for the Eligible Participants to motivate and reward the performance of the Eligible Participants in their respective roles as Executive Directors. In addition, by providing the Eligible Participants with a portion of their remuneration as Short Term Incentives under the Plan, the Company retains that additional cash for use in other aspects of its operations.
- (p) Dr Andrew Tunks declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 6 and 7, he recommends that Shareholders vote in favour of that Resolution for the following reasons:
- a. the STI Shares align the interests of the Eligible Participants with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Eligible Participant. Each Eligible Participant will have a greater involvement with, and share in, any future growth and profitability of the Company; and
 - b. the provision of the STI Shares is a reasonable and appropriate method to provide benefits to the Eligible Participants as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash benefits were given to the Eligible Participants;
- (q) Dr de Carvalho declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 5 and 7, he recommends that Shareholders vote in favour of that Resolution for the reasons set out in paragraph (n);
- (r) Mr Gale declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 5 and 6, he recommends that Shareholders vote in favour of that Resolution for the reasons set out in paragraph (n);
- (s) In forming their recommendations, each Director considered the experience of each other Eligible Participant, the existing and proposed contribution of each Eligible Participant to the Company and the current market practices when determining the provision of the awards proposed; and
- (t) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 to 7.

5.4. Section 195(4) Corporations Act

Three of the Company's six directors have a material personal interest in the outcome of Resolution 5 to 7 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that Resolutions 5 to 7 are concerned with the issue of STI Shares to those Directors.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

5.5. Directors' Recommendation

The Directors (other than Dr Tunks, Dr de Carvalho and Mr Gale) of the Company believe Resolutions 5 to 7 are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of the Resolutions.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

AGM	means an Annual General Meeting
Annual Report	means the Directors' report, the transitional annual financial report and auditors report in respect of the six-month period ended 31 December 2025.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Chair	means Chair of the Meeting.
Closely Related Party	has the same meaning as defined in Section 9 of the Corporations Act.
Company	means Meteoric Resources NL ABN 64 107 985 651.
Constitution	means the Company's constitution, as amended from time to time.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Key Management Personnel	has the meaning given to that term in section 9 of the Corporations Act.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Option	means an option to acquire a share.
Plan	has the meaning in section 5.1 of this Notice.
Proposed Constitution	has the meaning in section 3.1 of this Notice.
Proxy Form	means the proxy form attached to this Notice.
Related Parties	has the meaning in section 5.2 of this Notice
Remuneration Report	means the remuneration report of the Company outlined in the Annual Report.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a share.
STI Shares	has the meaning in section 5.1 of this Notice.
VWAP	Means volume weighted average price.

SCHEDULE 1- SUMMARY OF INCENTIVE PLAN

A summary of the terms of the Meteoric Resources NL Employee Securities Incentive Plan is set out below.

1. Eligible Participant

Eligible Participant means a person who is a full-time or part-time employee, officer, or contractor of the Company, or an Associated Body Corporate, or such other person who has been determined by the Board to be eligible to participate in the Plan from time to time. The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.

2. Purpose

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

SCHEDULE 1- SUMMARY OF INCENTIVE PLAN

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly; committed an act which has brought the Company, the Group or any entity within the Group into disrepute, or wilfully breached his or her duties to the Group or where a Participant is convicted of an offence in connection with the affairs of the Group; or has a judgment entered against him or her in any civil proceedings in respect of the contravention by the Participant of his or her duties at law, in equity or under statute, in his or her capacity as an employee, consultant or officer of the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation or vesting notice.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event provided that, in respect of Convertible Securities, the maximum number of Convertible Securities (that have not yet been exercised) that the Board may determine will vest and be exercisable into Shares under this Rule is that number of Convertible Securities that is equal to 10% of the Shares on issue immediately following vesting under this Rule, which as far as practicable will be allocated between holders on a pro-rata basis on the basis of their holdings of Convertible Securities on the date of determination of vesting.

12. Rights attaching to Plan Shares

All Shares issued or transferred under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank *pari passu* in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Compliance with applicable law

No Security may be offered, grated, vested or exercised if to do so would contravene any applicable law. In particular, the Company must have reasonable grounds to believe, when making an invitation, that the total number of Plan Shares that may be issued upon exercise of Convertible Securities offer when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three year period under:

- an employee incentive scheme of the Company covered by ASIC Class Order 14/1000; or
- an ASIC exempt arrangement of a similar kind to an employee incentive scheme,

but disregarding any offer made or securities issued in the capital of the Company by way of or as a result of:

- (i) an offer to a person situated at the time of receipt of the offer outside Australia;
- (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act (exempts the requirement for a disclosure document for the issue of securities in certain circumstances to investors who are deemed to have sufficient

SCHEDULE 1- SUMMARY OF INCENTIVE PLAN

investment knowledge to make informed decisions, including professional investors, sophisticated investors and senior managers of the Company); or

(iii) an offer made under a disclosure document,

would exceed 5% (or such other maximum permitted under any applicable law) of the total number of Shares on issue at the date of the invitation.

17. **Maximum number of Securities**

The Company will not make an invitation under the Plan if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan, will exceed 76,000,000 (Related Parties excluded).

18. **Amendment of Plan**

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

19. **Plan duration**

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

20. **Income Tax Assessment Act**

The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act).

**SCHEDULE 2 - SUMMARY OF MATERIAL DIFFERENCES BETWEEN EXISTING
CONSTITUTION AND PROPOSED CONSTITUTION**

	Existing Constitution	Proposed Constitution
General comments	The existing Constitution was prepared for the Company as a public no liability company. In some cases, it repeats matters that the Company is required to comply with in any event under applicable law (including the Corporations Act and the Listing Rules).	The proposed new constitution has been prepared for the Company as a public company limited by shares. To avoid the need to update the constitution if the relevant law is amended, the Proposed Constitution does not necessarily repeat requirements that the Company is obliged to comply with in any event under applicable law.
Share Capital		
Notice of calls – Notice period	The directors must send members notice of a call for an amount unpaid on a share at least 30 Business Days before the amount called is due.	The directors must send members notice of a call for an amount unpaid on a share at least 30 days (or such longer period required by the Listing Rules) before the amount called is due. This is a change from 'Business Days' to calendar days, which may in certain circumstances result in a shorter effective notice period.
Transfer of shares		
Refusal to register transfers	While the Company is listed, the directors may refuse to register a transfer only as permitted by the Listing Rules.	The Proposed Constitution sets out specific grounds on which the directors may decline to register a transfer. These generally reflect the existing position under the Listing Rules but add that the directors may also decline where the transfer is not permitted under an employee share plan.
Instrument of transfer	Shares are transferrable as provided by the Operating Rules of a CS Facility if applicable, or any other method permitted by the Corporations Act and the ASX.	Shares may be transferred by a proper ASTC transfer or a written transfer in any usual form or in any other form approved by the directors.
Suspension of transfer	Not expressly addressed.	Directors may suspend registration of transfers at times and for periods permitted by the ASX Settlement Operating Rules.
Meeting of members		
Postponement or cancellation	The directors may cancel or postpone a general meeting, except meetings convened by a single director, by members, by directors at the request of members, or by a court.	A meeting that was called by members, or in accordance with a members' requisition, may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.
Use of technology	The Company may hold a meeting of members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.	The Proposed Constitution clarifies that meetings may be held at one or more physical venues and using technology, and that participation via such technology constitutes presence in person. The chairperson may adjourn or continue a meeting where there are technical difficulties. Wholly virtual meetings (without a physical venue) are not expressly permitted.
Non-receipt of notice of general meeting	Non-receipt or accidental omission to give notice does not invalidate any resolution passed or the cancellation or postponement of a meeting.	The Proposed Constitution clarifies that failure to give notice does not invalidate any resolution if: (1) the failure occurred by accident or inadvertent error; or (2) the relevant person notifies the Company of their agreement before or after the meeting.
Waiver of notice of meeting	Not expressly addressed.	A person may waive notice of any general meeting by written notice to the Company. A person's attendance at a general meeting waives any objection to a failure to give, or the giving of a defective, notice unless the person objects at the beginning of the meeting.
Chairperson of general meetings	The directors may elect one of their number or any other individual as chairman of a general meeting. If no chairman is present, the members may choose a chairman.	The chairperson of directors, or the deputy chairperson, is entitled to preside if present within 15 minutes of the beginning of the meeting. If neither are available, the directors present may choose one of their number. If the directors do not choose, the members present must elect a director or, if no director is willing, a member.

**SCHEDULE 2 - SUMMARY OF MATERIAL DIFFERENCES BETWEEN EXISTING
CONSTITUTION AND PROPOSED CONSTITUTION**

	Existing Constitution	Proposed Constitution
Validity of a vote by proxy, attorney or representative	A vote by proxy, attorney or representative is valid unless the Company receives written notice to the contrary before the start or resumption of the meeting.	A vote is valid unless the Company receives written notice to the contrary at least 48 hours before the meeting.
Direct voting	Not expressly provided for.	The directors may implement direct voting by shareholders. This would enable shareholders to vote on resolutions at a general meeting by post, fax, electronic or other approved means, without the need to attend the meeting or appoint a proxy. A direct vote is not revoked by the member attending the meeting, unless the member instructs the Company prior to the meeting that they wish to vote in person.
Board of directors		
Vacating office	A director's office becomes vacant if the director becomes of unsound mind, resigns, is not present for a continuous period of 4 months without leave of absence, or is removed under section 203D of the Corporations Act.	The Proposed Constitution adds two additional express grounds: (1) the director becomes bankrupt or insolvent or makes any arrangement or composition with creditors generally; and (2) the director is convicted on indictment of an offence and the directors do not within 1 month after that conviction resolve to confirm the director's appointment.
Director proxy voting at Board meetings	A director is permitted to participate in and vote by proxy at a meeting of directors, provided the proxy is another director and is appointed in writing. The proxy has one vote for the appointor and one vote in his or her own capacity as a director.	The Proposed Constitution does not include a corresponding provision, meaning directors may no longer vote by proxy at board meetings. Directors who cannot attend a board meeting would need to appoint an alternate director instead.
Written resolutions	A director may consent to a circulating resolution only by signing the document. The resolution is passed when the last director signs.	A director may consent to a circulating resolution by signing the document, by written notice (including by fax or other electronic means), or by telephone. The resolution is passed after it receives the last director's consent.
Notices		
Electronic notices	The Company may give notice by fax or electronic means nominated by the member. Documents sent by fax or other electronic means is taken to be given and received on the day after the date of its transmission.	The Company may also notify a member by electronic means that a notice is available and how to access it (for example, by providing a link to a website where the document may be viewed). Notices sent by fax or other electronic means is taken to be given and received on the day of its transmission.
Counting days	Not expressly addressed.	Where a given number of days' notice must be provided, the day of service is not to be counted in the number of days.

SCHEDULE 3 - PROPOSED RULE 11 OF THE CONSTITUTION

11 PROPORTIONAL TAKEOVER BID APPROVAL

11.1 Definitions

For the purposes of this rule 11:

- (a) **Approving Resolution** means a resolution to approve a proportional takeover bid in accordance with this rule 11;
- (b) **Deadline** means the 14th day before the last day of the bid period for a proportional takeover bid or a later day allowed by the Australian Securities and Investments Commission; and
- (c) **Voter** means a person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid.

11.2 Restriction on registration of transfers

The company must refuse to register a transfer of shares giving effect to a takeover contract for a proportional takeover bid unless and until an Approving Resolution is passed in accordance with this rule 11.

11.3 Sunset

This rule 11 ceases to apply on the 3rd anniversary of its last adoption, or last renewal, in accordance with the Corporations Act.

11.4 Calling a meeting of voters

- (a) Where offers are made under a proportional takeover bid, the Company must, subject to the Corporations Act, call and arrange to hold a meeting of Voters for the purpose of voting on an Approving Resolution before the Deadline.
- (b) The provisions of this constitution concerning meetings of Members apply to a meeting held under rule 11.
- (c) Subject to this constitution, every Voter present at the meeting held under rule 11 is entitled to one vote for each share in the bid class securities that the Voter holds.

11.5 Decision at meeting of voters

- (a) To be effective, an Approving Resolution must be passed before the Deadline.
- (b) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the Resolution bears to the total number of votes on the Approving Resolution is greater than 50%, and otherwise is taken to have been rejected.
- (c) If no Approving Resolution has been voted on as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this rule 11, to have been passed in accordance with this rule 11.



Meteoric Resources NL | ABN 64 107 985 651

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Tuesday, 12 May 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

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)

