Ballymore Resources Limited
ACN 632 893 611

Notice of General Meeting

Date of Meeting: Thursday, 20 August 2026

Time of Meeting: 11:00am (AEST)

Venue: Level 19, 480 Queen St, Brisbane

Notice is given that a General Meeting of Shareholders of Ballymore Resources Limited ACN 632 893 611 (**Company**) will be held at Level 19, 480 Queen St, Brisbane, Brisbane on Thursday, 20 August 2026 at 11.00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement.

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on 18 August 2026.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (07) 3212 6299.

ORDINARY BUSINESS

1. Resolution 1 – Ratification of previous issue of Placement Shares under Listing Rule 7.1A

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

*"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 16,000,000 fully paid ordinary shares in the Company (**Placement Shares**) previously issued under the Company's Listing Rule 7.1A (additional 10%) issue capacity, on the terms and conditions set out in the Explanatory Statement."*

2. Resolution 2 – Ratification of previous issue of Placement Options under Listing Rule 7.1

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

*"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 8,000,000 options in the Company (**Placement Options**) previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement."*

3. Resolution 3 – Ratification of previous issue of Lead Manager Options under Listing Rule 7.1

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

*"That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 2,622,280 options in the Company (**Lead Manager Options**) to the Lead Manager, previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Statement."*

4. Resolution 4 – Participation of related party in Entitlement Offer – Andrew Greville (Shares)

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,880,819 Entitlement Offer Shares to Andrew Greville (or his nominee) as part of the Entitlement Offer on the terms and conditions set out in the Explanatory Statement."

5. Resolution 5 – Participation of related party in Entitlement Offer – Andrew Greville (Options)

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 940,409 Entitlement Offer Options to Andrew Greville (or his nominee) as part of the Entitlement Offer on the terms and conditions set out in the Explanatory Statement."

VOTING PROHIBITIONS

Resolutions 4 and 5
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 a member of the Key Management Personnel or a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on the Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

VOTING EXCLUSIONS

Resolutions 1 and 2
The Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of: (a) a person who participated in the issue; or (b) an associate of that person or those persons. However, this does not apply to a vote cast in favour of a Resolution by: (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3
The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of: (a) the Lead Manager; or (b) an associate of the Lead Manager. However, this does not apply to a vote cast in favour of a Resolution by: (c) 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; or (d) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or (e) 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.

Resolutions 4 and 5
The Company will disregard any votes cast in favour of Resolutions 4 and 5 by or on behalf of Andrew Greville (and his nominee/s), any other person who will obtain a material benefit as a result of **Resolutions 4 and 5**, and any of their associates. However, this does not apply to a vote cast in favour of a 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; or (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS

All Resolutions will be by Poll

In accordance with rule 27 of the Company's Constitution, the Chair intends to call a poll on each of the Resolutions proposed at the Meeting. Each Resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Shareholders may vote by appointing a proxy to attend and vote on their behalf, using the enclosed Proxy Form.

Voting by proxy

A member who is entitled to vote at the Meeting may appoint:

(a) one proxy if the member is only entitled to one vote; or

(b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

If you require an additional Proxy Form, please contact the Share Registry, MUFG Corporate Markets Limited, on 1300 554 474, which will supply it on request.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, MUFG Corporate Markets Limited, no later 18 August 2026 at 11.00am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

(a) posting it to Ballymore Resources Limited C/– MUFG Corporate Markets Limited, Locked Bag A14, Sydney South NSW 1235;

(b) hand delivering it to MUFG Corporate Markets Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;

(c) faxing it to MUFG Corporate Markets Limited on fax number (02) 9287 0309;

(d) lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your Proxy Form online.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a Proxy Form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

Dated: 17 July 2026

By order of the Board
Andrew Greville
Chairman

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions to be put to Shareholders at the General Meeting to be held at Level 19, 480 Queen St, Brisbane, Brisbane on 20 August 2026 at 11.00am (AEST).

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Statement are defined in the Glossary forming part of this Explanatory Statement.

1. Resolution 1 – Ratification of previous issue of Placement Shares under Listing Rule 7.1A

1.1. Introduction

On 4 May 2026, the Company announced a capital raising of up to $4.7 million comprising a 1 for 8 non-renounceable entitlement offer (**Entitlement Offer**) to raise up to approximately $3.2 million (before costs) at $0.125 per share, and subject to shareholder demand, up to a further $1.5 million placement to institutional and sophisticated investors on the same terms (**Placement**) by the issue up to 12,000,000 new shares (**Placement Shares**). In addition, on the same terms as the Entitlement Offer, one free attaching new option was offered for every two new shares subscribed under the Placement, with an exercise price of $0.22 cents and expiring on 31 December 2028 (**Placement Options**).

The announcement noted that the Placement Shares would be issued using the Company's issue capacity under Listing Rule 7.1A (the subject of Resolution 1) and that the Company would utilise its issue capacity under Listing Rule 7.1 to issue the Placement Options (the subject of Resolution 2).

On 4 June 2026, the Company announced that the Entitlement Offer closed fully subscribed.

On 19 June 2026, the Company announced that the $1.5 million placement was fully subscribed and that 12,000,000 Placement Shares and 6,000,000 Placement Options had been issued (using capacity under Listing Rules 7.1A and 7.1 respectively). It was also announced that the Board had accepted an additional $0.5 million in subscriptions, following strong investor demand, increasing the Placement to $2.0 million. The additional $0.5 million placement application settled on 2 July 2026, with the additional 4,000,000 Placement Shares and 2,000,000 Placement Options issued on 3 July 2026 (using capacity under Listing Rules 7.1A and 7.1 respectively).

In total, the Company issued the following securities:

- 16,000,000 Placement Shares using the Company's issue capacity under Listing Rule 7.1A (the subject of Resolution 1); and
- 8,000,000 Placement Options using the Company's issue capacity under Listing Rule 7.1 (the subject of Resolution 2).

1.2. ASX Listing Rules

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 securities it had on issue at the start of that period.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued share capital through placements over a 12-month period after the annual general meeting at which approval was given by shareholders by Special Resolution (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% issue capacity under Listing Rule 7.1.

An "eligible entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes and the Company obtained such approval at its annual general meeting in 2025 and consequently, issued 16,000,000 Placement Shares using the 10% Placement Capacity.

The issue the subject of Resolution 1 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 10% limit under Listing Rule 7.1A. Therefore, the issue reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the 12-month period following the Issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1A, and so does not reduce the Company's capacity to issue further equity securities under that Listing Rule without shareholder approval.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 1 seeks Shareholder approval to the Issue under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Issue of 16,000,000 Placement Shares will be excluded in calculating the Company's additional 10% Placement Capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the Issue of 16,000,000 Placement Shares will be included in calculating the Company's 10% Placement Capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Capacity is approved at the Company's next annual general meeting.

1.3. Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 1:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The 16,000,000 Placement Shares the subject of Resolution 1 were issued to Sophisticated and other exempt investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given. Investors were identified by the broker engaged to undertake the issue of the Placement Shares (being Cygnet Capital Pty Ltd). None were related parties, KMP (or Closely Related Parties), advisers, or substantial holders (or an associate of any of the above) of the Company at the time of the Placement, that received more than 1% of the entity's issued capital at the time of the issue or agreement.
The number and class of securities the entity issued or agreed to issue and their material terms of issue	16,000,000 Placement Shares, fully paid ordinary shares ranking equally with all other Shares on issue
The date or dates on which the securities were issued	19 June 2026: 12,000,000 Placement Shares; and 3 July 2026: 4,000,000 Placement Shares.
The price or other consideration the entity has received or will receive for the issue	$0.125 per Share
The purpose of the issue, including the use or intended use of any funds raised by the issue	The Placement proceeds will be used to accelerate exploration and drilling programs across Ballymore's key assets at Dittmer, Ruddygore/Torpy's, Ravenswood and Mount Molloy. The funding will also provide additional working capital for the Company and cover Placement transaction costs.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

1.4. Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolution 1 as this will enable the Company to have flexibility in respect of future capital raising activities.

2. Resolution 2 – Ratification of previous issue of Placement Options under Listing Rule 7.1

2.1. Introduction

As noted above (in section 1.1), during June and July 2026, the Company issued the following securities:

- 16,000,000 Placement Shares using the Company's issue capacity under Listing Rule 7.1A (the subject of Resolution 1); and
- 8,000,000 Placement Options using the Company's issue capacity under Listing Rule 7.1 (the subject of Resolution 2).

2.2. ASX Listing Rules

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 securities it had on issue at the start of that period.

The Issue the subject of Resolution 2 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1. Therefore, the issue of the Placement Options reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listings Rule 7.1 for the 12-month period following the Issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 2 seeks Shareholder approval for the issue of the Placement Options under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of the 8,000,000 Placement Options 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 2 is not passed, the issue of the 8,000,000 Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

2.3. Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5 in relation to Resolution 2:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The 8,000,000 Placement Options the subject of Resolution 2 were issued to Sophisticated and other exempt investors to whom, under section 708 of the Corporations Act, a disclosure document under Chapter 6D of the Corporations Act was not required to be given. Investors were identified by the broker engaged to undertake the issue of the Placement Shares (being Cygnet Capital Pty Ltd). None were related parties, KMP (or Closely Related Parties), advisers, or substantial holders (or an associate of any of the above) of the Company at the time of the Placement, that received more than 1% of the entity's issued capital at the time of the issue or agreement.
The number and class of securities the entity issued or agreed to issue and their material terms of issue	The Placement offer included one free attaching option for every two Placement Shares issued, resulting in 8,000,000 Placement Options being issued. The options are unquoted, exercisable at $0.22 each, expire on 31 December 2028 and are otherwise issued on the terms set out in Schedule 1. All Placement Options rank equally with other Placement Options.

The date or dates on which the securities were issued	19 June 2026: 6,000,000 Placement Options; and 3 July 2026: 2,000,000 Placement Options.
The price or other consideration the entity has received or will receive for the issue	n/a As noted above, the Placement offer included one free attaching option for every two Placement Shares issued, resulting in 8,000,000 Placement Options being issued.
The purpose of the issue, including the use or intended use of any funds raised by the issue	The Placement proceeds will be used to accelerate exploration and drilling programs across Ballymore's key assets at Dittmer, Ruddygore/Torpy's, Ravenswood and Mount Molloy. The funding will also provide additional working capital for the Company and cover Placement transaction costs.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

2.4. Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolution 2 as it will enable the Company to have flexibility in respect of future capital raising activities.

3. Resolution 3 – Ratification of previous issue of Lead Manager Options

3.1. Introduction

As noted above (in section 1.1), during June and July 2026, the Company completed the Entitlement Offer and Placement.

The 4 May 2026 announcement noted the Company would utilise its issue capacity under Listing Rule 7.1 to issue options (on the same terms as the Placement Options) to the lead manager of the Placement (**Lead Manager Options**) (the subject of this Resolution 3).

3.2. ASX Listing Rules

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 securities it had on issue at the start of that period.

The Issue the subject of Resolution 3 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1. Therefore, the issue of the Lead Manager Options reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listings Rule 7.1 for the 12-month period following the Issue date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 3 seeks Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the issue of the Lead Manager Options 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 3 is not passed, the issue of the Lead Manager Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

3.3. Information required under Listing Rule 7.5

For Shareholders to ratify an issue of Equity Securities under Listing Rule 7.4, the Company must provide the following information pursuant to Listing Rule 7.5:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The 2,622,280 Lead Manager Options the subject of Resolution 3 were issued to White Swan Nominees Pty Ltd, an entity associated with the Lead Manager.
The number and class of securities the entity issued or agreed to issue and their material terms of issue	2,622,280 Lead Manager Options. The options are unquoted, exercisable at $0.22 each, expire on 31 December 2028 and are otherwise issued on the terms set out in Schedule 1.
The date or dates on which the securities were issued	19 June 2026: 2,372,280 Lead Manager Options; and 3 July 2026: 250,000 Lead Manager Options
The price or other consideration the entity has received or will receive for the issue	n/a
The purpose of the issue, including the use or intended use of any funds raised by the issue	The Lead Manager Options were issued as part of the lead manager fees for the Placement. The Entitlement Offer and Placement proceeds will be used to accelerate exploration and drilling programs across Ballymore's key assets at Dittmer, Ruddygore/Torpy's, Ravenswood and Mount Molloy. The funding will also provide additional working capital for the Company and cover Entitlement Offer and Placement transaction costs.
Summary of the material terms of the agreement	In relation to the Entitlement Offer and Placement, the Company entered into an agreement (**Mandate**) with Cygnet Capital (**Lead Manager**) pursuant to which the Lead Manager agreed to provide lead management services on industry standard terms. In consideration of these services, the Company agreed to: (a) pay a management fee equal to 2% of the gross proceeds of the Entitlement Offer and Placement; (b) pay a selling fee equal to 3% of the gross proceeds of the Entitlement Offer and Placement (excluding certain Chairman's List participants); and (c) issue the Lead Manager Options (on the basis of one options for every $2 raised under the Entitlement Offer and Placement, to the Lead Manager.
A voting exclusion statement	A voting exclusion statement has been included in the attached Notice of General Meeting

3.4. Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of Resolution 3 as part of a reasonable fee for the provision of lead manager services.

4. Resolutions 4 and 5 – Participation of related party in Entitlement Offer – Andrew Greville (Entitlement Offer Shares and Entitlement Offer Options)

4.1. Introduction

As noted above (in section 1.1), on 4 May 2026, the Company announced that it was undertaking the Entitlement Offer.

Andrew Greville (a director) applied for a total of $300,000 in the Entitlement Offer (the **Related Party Participant**).
$64,898 (for 519,180 Entitlement Offer Shares and 259,591 Entitlement Offer Options) of Mr Greville's application was for his entitlements, allowable under Exception 1 of Listing Rule 10.12.
$235,102 (for 1,880,819 Entitlement Offer Shares and 940,409 Entitlement Offer Options) of Mr Greville's application was in addition to his entitlements, therefore falling under the Top Up Offer.

While Mr Greville's application for his entitlement falls under Exception 1 of Listing Rule 10.12, his application under the Top Up Offer does not fall under any exception of Listing Rule 10.12, and therefore requires Shareholder approval.

Resolutions 4 and 5 seek Shareholder approval for the issue of up to:

(a) 1,880,819 Entitlement Offer Shares to Andrew Greville (Resolution 4); and

(b) 940,409 Entitlement Offer Options to andrew Greville (Resolution 5),

(or his nominee) arising from the participation by the Related Party Participant in the Entitlement Offer on the terms and conditions set out below (**Participation**).

4.2. Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The Participation will result in the issue of Entitlement Offer Shares and Entitlement Offer Options which constitutes giving a financial benefit, and the Related Party Participant is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation, because the Shares will be issued to the Related Party Participant at the same price and on the same terms as the Entitlement Offer Shares and Entitlement Offer Options that were issued to non-related party participants in the Entitlement Offer and as such, the giving of the financial benefit is on arm's length terms exempted from Shareholder approval under section 210 of the Corporations Act.

4.3. ASX Listing Rule 10.11

The Company is proposing to issue Entitlement Offer Shares and Entitlement Offer Options to Andrew Greville (Resolutions 4 and 5) on the terms and conditions set out in this Section (collectively, the **Issues**).

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:

(a) 10.11.1 - a related party;

(b) 10.11.2 - person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

(c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

(d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

The Issues fall within Listing Rule 10.11.1, because Andrew Greville is a related party of the Company by virtue of being a Director, and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11.

Outcome of voting for and against the Resolution

If Resolutions 4 and 5 are passed, the Company will be able to issue the stipulated Entitlement Offer Shares and Entitlement Offer Options to Andrew Greville the subject of the Resolution that was passed.

If either of Resolutions 4 or 5 is not passed, the Company will not be able to issue the relevant Entitlement Offer Shares and/or Entitlement Offer Options the subject of the Resolution not approved.

4.4. Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

(a) the Entitlement Offer Shares and Entitlement Offer Options will be issued to Andrew Greville (or his nominee);

(b) Andrew Greville is a related party of the Company, as he is a director and therefore, Listing Rule 10.11.1 applies;

(c) the number of Entitlement Offer Shares and Entitlement Offer Options to be issued is:

   (i) 1,880,819 Entitlement Offer Shares to Andrew Greville (or his nominee) (Resolution 4);

   (ii) 940,409 Entitlement Offer Options to Andrew Greville (or his nominee) (Resolution 5);

(d) the Entitlement Offer Shares and Entitlement Offer Options will be issued promptly following the Meeting, expected to occur on or around 20 August 2026, and in any event within 1 month of the date of the Meeting;

(e) the issue price of the Entitlement Offer Shares will be $0.125 per Share, being the same issue price as all other Entitlement Offer Shares issued under the Entitlement Offer; the Entitlement Offer Options are issued for no consideration, as they are free attaching Options to the Entitlement Offer Shares;

(f) the issue is not intended to remunerate or incentivise Andrew Greville, as the issue is on the same terms as the Entitlement Offer;

(g) the Entitlement Offer Shares and Entitlement Offer Options are offered to Andrew Greville as part of the Company's capital raising by Entitlement Offer, as described in Section 1.1;

(h) the Entitlement Offer Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(i) the Entitlement Offer Options issued will be issued on the basis of one free attaching option for every two Entitlement Offer Options issued, and will be unquoted, exercisable at $0.22 each and expire on 31 December 2028, being the same terms and conditions as the other Entitlement Offer Options issued as part of the Entitlement Offer, the terms of which are set out in Schedule 1; and

(j) the funds raised will be used to accelerate exploration and drilling programs across Ballymore's key assets at Dittmer, Ruddygore/Torpy's, Ravenswood and Mount Molloy. The funding will also provide additional working capital for the Company and cover Entitlement Offer transaction costs.

4.5. Directors' Recommendation

The Directors, other than Mr Greville, recommend that Shareholders vote in favour of Resolutions 4 and 5. As Mr Andrew Greville is interested in the outcome of Resolutions 4 and 5, he accordingly makes no recommendation to Shareholders in respect of these Resolutions.

5. Glossary

AEST means Australian Eastern Standard Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of Directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;

(e) a company the member controls;

(f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition closely related party in the Corporations Act.

Company or **Ballymore** means Ballymore Resources Limited (ACN 632 893 611).

Constitution means the constitution of the Company.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or Meeting means the General Meeting of the Company convened by this Notice of Meeting.

Group means the Company and all of its related bodies corporate (as that term is defined in the Corporations Act).

Key Management Personnel or **KMP** 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 of 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 entity.

Lead Manager means Cygnet Capital Pty Ltd.

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

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a registered holder of a Share.

Share Registry means MUFG Corporate Markets Limited.

Schedule 1 – Terms of Issue – Options

The material terms of the Options are set out below:

(a) The Options are options to subscribe for Shares on the basis that each Option, upon exercise, permits the holder to subscribe for a single Share.

(b) The Options are to be issued for no consideration.

(c) The exercise price of each Option is $0.22 (**Exercise Price**).

(d) All Options rank equally among themselves.

(e) The Options will expire if not exercised by 31 December 2028 (**Expiry Date**). The period between the issue date of the Options and the Expiry Date is the **Option Period**.

(f) Options may be exercised during the Option Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the relevant Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

   (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

   (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

   (iii) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

   If a notice delivered under (ii) above for any reason is not effective to ensure that an offer for sale of the Shares issued on exercise of the Options does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

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

(k) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise Options, in accordance with the requirements of the Listing Rules.

(l) Option holders do not participate in any dividends unless the Options are exercised and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.

(m) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised other than as provided for in these terms.

(n) The Options are transferable.

(o) If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

$$O^n = O - \frac{E\,[P-(S + D)]}{N + 1}$$

Where:

O^n	=	the new exercise price of the Option;
O	=	the old exercise price of the Option;
E	=	the number of underlying securities into which one Option is exercisable;
P	=	the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;
S	=	the subscription price for a security under the pro rata issue;
D	=	dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and
N	=	the number of securities with rights or entitlements that must be held to receive a right to one new security.

(p) If there is a bonus issue to the holders of shares in the Company, the number of shares over which an Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

(q) The terms of the Options may only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change, subject to the Listing Rules. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Options will not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.

(r) The Company does not intend to apply for quotation of the Options on the ASX.

Ballymore RESOURCES

ABN 72 632 893 611

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Ballymore Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of Ballymore Resources Limited and entitled to participate in and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (AEST) on Thursday, 20 August 2026 at Level 19, 480 Queen St, Brisbane** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

Resolutions	For	Against	Abstain*
1 Ratification of previous issue of Placement Shares under Listing Rule 7.1A			
2 Ratification of previous issue of Placement Options under Listing Rule 7.1			
3 Ratification of previous issue of Lead Manager Options under Listing Rule 7.1			
4 Participation of related party in Entitlement Offer – Andrew Greville (Shares)			
5 Participation of related party in Entitlement Offer – Andrew Greville (Options)			

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BMR PRX2601A

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Tuesday, 18 August 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

Ballymore Resources Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.