ASX:GA8
ABN 72 002 261 565

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info@goldarcres.com.au
104 Colin Street, West Perth WA 6005

www.goldarcres.com.au

10 September 2026

Dear Shareholders,

GENERAL MEETING

The General Meeting is scheduled to be held on Friday, 16 October 2026 at 10.00am (AWST) at 104 Colin Street, West Perth WA 6005 (**Meeting**).

The Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below. https://goldarcres.com.au/investors/#announcements.

Alternatively, a complete copy of the important Meeting documents has been posted on the Company's ASX market announcements page (ASX: GA8).

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out in the proxy form.

Voting by proxy
Shareholders who wish to participate at the Meeting are strongly encouraged to complete and submit their proxies as early as possible.

The Meeting will be held at 104 Colin Street, West Perth WA. Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

Instructions for lodging proxies are included on your personalised proxy form.

Yours sincerely,

Leonard Math
Company Secretary
GoldArc Resources Limited

GoldArc Resources Limited

ABN 72 002 261 565

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Friday, 16 October 2026

Time of Meeting

10.00am (AWST)

Place of Meeting

104 Colin Street, West Perth WA 6005

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the Proxy Form in accordance with the specified directions.

GOLDARC RESOURCES LIMITED
ABN 72 002 261 565

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of GoldArc Resources Limited (ABN 72 002 261 565) will be held at 104 Colin Street, West Perth WA 6005 on Friday, 16 October 2026 at 10.00am (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

AGENDA

1 Resolution 1 – Ratification of previous issue of Placement Shares to sophisticated investors under Listing Rule 7.1

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

> *"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 43,626,342 Placement Shares (at an issue price of $0.07 each) (comprising of 40,054,914 Placement Shares issued on 22 May 2026 and 3,571,438 Placement Shares issued on 30 June 2026) to institutional, sophisticated and high-net-worth investors, on the terms and conditions set out in the Explanatory Memorandum."*

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) a person who participated in the issue; or
(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.

2 Resolution 2 – Ratification of previous issue of Placement Shares to sophisticated investors under Listing Rule 7.1A

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

> *"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 57,302,230 Placement Shares (at an issue price of $0.07 each) on 22 May 2026 to institutional, sophisticated and high-net-worth investors, on the terms and conditions set out in the Explanatory Memorandum."*

***Voting exclusion statement**: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) a person who participated in the issue; or
(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.

3 Resolution 3 – Approval to issue Placement Shares to Mr Paul Summers (Director) or his nominee(s)

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 800,000 Placement Shares at an issue price of $0.07 per Share to Mr Paul Summers, Director of the Company or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Paul Summers or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.

4 Resolution 4 – Approval to issue Placement Shares to Mr Zbigniew (Ziggy) Lubieniecki (Director) or his nominee(s)

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

"That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 800,000 Placement Shares at an issue price of $0.07 per Share to Mr Zbigniew (Ziggy) Lubieniecki, Director of the Company or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Ziggy Lubieniecki or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.

5 Resolution 5 – Approval to issue Placement Shares to Mr Leonard Math (former Director) or his nominee(s)

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 328,571 Placement Shares at an issue price of $0.07 per Share to Mr Leonard Math, former Director of the Company or his nominee(s) under the Placement, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Mr Leonard Math or his nominee(s), and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an Associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.

6 Resolution 6 – Approval to issue Consideration Shares to Regener8 Resources NL or its nominee(s)

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 21,428,571 Consideration Shares to Regener8 Resources NL (or its nominee(s)) in connection with the Acquisition on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Regener8 Resources NL or its nominee(s), and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.

7 Resolution 7 – Approval to issue Contingent Consideration Shares to Regener8 Resources NL or its nominee(s)

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

"That, subject to Resolution 6 being approved, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of such number of Contingent Consideration Shares as is determined by dividing A$500,000 by the VWAP, calculated separately for each of Tranche 1 Contingent Consideration and Tranche 2 Contingent Consideration (up to a maximum of 18,181,818 Shares in aggregate across both tranches) to Regener8 Resources NL (or its nominee(s)) in connection with the Acquisition on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

(a) Regener8 Resources NL or its nominee(s), and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as 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 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.*

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Leonard Math
Company Secretary

Dated: 10 September 2026

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Questions at the Meeting

Please note, only Shareholders may ask questions once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to submit questions prior to the Meeting to the Company Secretary, Mr Leonard Math, via email at leonard.math@goldarcres.com.au.

Attending the Meeting as a Proxy Holder

Proxy Holders should contact the registry at hello@automic.com.au to obtain an access link and passcode.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 10.00am (AWST) on 14 October 2026. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - by returning a completed Proxy Form by mail to:

    Automic

    GPO Box 5193

    Sydney NSW 2000
  - by returning a completed Proxy Form in person to:

    Automic

    Level 5, 126 Phillip Street Sydney NSW 2000
  - by email to:

    meetings@automicgroup.com.au
  - by faxing a completed Proxy Form to +61 2 8583 3040;

    or
  - by recording the proxy appointment and voting instructions via the internet at https://investor.automic.com.au/#/loginsah or by scanning the QR code on the Proxy Form.
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the

above address, or by facsimile, and by 10.00am (AWST) on 14 October 2026. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (AWST) on 14 October 2026.

GOLDARC RESOURCES LIMITED
ABN 72 002 261 565

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Resolutions 1 and 2 – Ratification of previous issues of Placement Shares to sophisticated investors under Listing Rules 7.1 and 7.1A

1.1 Background

On 15 May 2026, the Company announced that it had received firm commitments for a placement to raise up to A$7,200,000 (before costs) through the issue of up to a total of 102,857,143 Shares at $0.07 per Share (**Placement Shares**) to new and existing institutional, sophisticated and high-net-worth investors (**Placement**), comprising:

(a) 43,626,342 Placement Shares that were issued under the Company's Listing Rule 7.1 placement capacity (comprising 40,054,914 Placement Shares issued on 22 May 2026 and 3,571,428 Placement Shares issued on 30 June 2026) (Shareholder ratification of which is sought pursuant to Listing Rule 7.4 under Resolution 1); and

(b) 57,302,230 Placement Shares were issued under the Company's Listing Rule 7.1A placement capacity on 22 May 2026 (Shareholder ratification of which is sought pursuant to Listing Rule 7.4 under Resolution 2).

In addition, 1,928,571 Placement Shares to raise up to A$135,000 (before costs) are proposed to be issued to Directors Mr Paul Summers and Mr Ziggy Lubieniecki and former Director Mr Leonard Math (or their nominee(s)), subject to Shareholder approval under Resolutions 3, 4 and 5.

The Company intends to apply the funds raised under the Placement towards:

- the set-off of amounts owing by the Company to BML Ventures Pty Ltd (**BMLV**) in respect of the principal amount advanced by BMLV under a Profit Cash Advance Facility of $2,500,000[1];
- a high-priority, 12-month exploration program at Leonora North and targeted exploration programs at Leonora South; and
- other general exploration expenditures and general working capital.

Bell Potter Securities Limited and GBA Capital Pty Ltd acted as joint lead managers (**Joint Lead Managers**), and Leeuwin Wealth (**Co-Manager**) acted as co-manager, to the Placement, and received a management fee of 2% and a selling fee of 4% of the gross proceeds raised under the Placement.

Refer to the Company's ASX announcement of 15 May 2026 and Appendices 3Bs lodged with ASX on 15 May 2026 and 30 June 2026 for further details of the Placement.

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[1] See GA8 ASX announcement "GoldArc Accelerates Mt Stirling Development" dated 8 December 2025.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 43,626,342 Placement Shares to investors under the Placement pursuant to the Company's capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 57,302,230 Placement Shares to investors under the Placement pursuant to the Company's capacity under Listing Rule 7.1A.

1.2 Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Listing Rule 7.1A Mandate**). Shareholders approved this additional capacity at the Company's last annual general meeting.

Given the issue of the Placement Shares does not fit within any of the exceptions and it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date on which the Company issued the Placement Shares.

Additionally, as the issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the period ending on the earliest of:

(a) the date that is 12 months after the last annual general meeting at which the Listing Rule 7.1A Mandate was approved;

(b) the time and date of the next annual general meeting; and

(c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking),

(**Listing Rule 7.1A Mandate Expiry Date**).

Listing Rule 7.4 allows the shareholders of a 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 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 7.1A and therefore seeks Shareholder approval to ratify the issue of Placement Shares pursuant to the Placement under and for the purposes of Listing Rule 7.4.

1.3 Consequences of passing Resolutions 1 and 2

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval:

(a) under Listing Rule 7.1 for the 12-month period following the date the Company issued the Placement Shares pursuant to the Placement; and

(b) under Listing Rule 7.1A for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rules 7.1 and 7.1A for the periods noted immediately above.

Resolutions 1 and 2 are not inter-conditional.

1.4 Information required by Listing Rule 7.5

The following information in relation to the Placement Shares the subject of the Placement is provided to Shareholders for the purposes of Listing Rule 7.5:

(a) the Placement Shares were issued to new and existing institutional, sophisticated and high-net-worth investors qualifying under section 708 of the Corporations Act, each of which is an unrelated party of the Company. The placees were selected following a bookbuild process by the Joint Lead Managers and the Co-Manager to the Placement. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that, no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties were issued more than 1% of the issued capital of the Company;

(b) a total of 97,357,144 Placement Shares were issued, comprising:

   (i) 43,626,342 Placement Shares issued under Listing Rule 7.1 (comprising 40,054,914 Placement Shares issued on 22 May 2026 and 3,571,428 Placement Shares issued on 30 June 2026), ratification of which is sought pursuant to Resolution 1; and

   (ii) 57,302,230 Placement Shares issued under Listing Rule 7.1A, ratification of which is sought pursuant to Resolution 2;

(c) the Placement Shares are all fully paid ordinary shares in the capital of the Company ranking equally in all respects with existing fully paid ordinary shares on issue;

(d) 97,357,144 Placement Shares were issued on 22 May 2026 and a further 3,571,428 Placement Shares were issued on 30 June 2026;

(e) the Placement Shares were issued at an issue price of $0.07 each;

(f) the Placement Shares were issued for the purpose of raising approximately $7,065,000 (before costs) to be used as set out in section 1.1 above;

(g) the Placement Shares were issued to investors pursuant to standard form placement commitment letters;

(h) the Company confirms the issue of the Placement Shares did not breach Listing Rules 7.1 and 7.1A; and

(i) a voting exclusion applies in respect of Resolutions 1 and 2 as set out in the Notice.

2 Resolutions 3 to 5 (inclusive) – Issue of Placement Shares to Directors

2.1 Background

Directors Mr Paul Summers and Mr Ziggy Lubieniecki, together with Mr Leonard Math (a former Director of the Company), have agreed to subscribe, subject to Shareholder approval, for a total of 1,928,571 Placement Shares, with an aggregate value of A$135,000 (before costs). Accordingly, Resolutions 3 to 5 (inclusive) seek Shareholder approval pursuant to Listing Rule 10.11 for the issue (as applicable) of:

(a) 800,000 Placement Shares to Mr Paul Summers (Director) (or his nominee(s)) to raise $56,000 (before costs) (Resolution 3);

(b) 800,000 Placement Shares to Mr Ziggy Lubieniecki (Director) (or his nominee(s)) to raise $56,000 (before costs) (Resolution 4); and

(c) 328,571 Placement Shares to Mr Leonard Math (former Director) (or his nominee(s)) to raise $23,000 (before costs) (Resolution 5).

2.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain shareholder approval; or

(b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Paul Summers and Mr Ziggy Lubieniecki are related parties of the Company by virtue of being Directors of the Company. Mr Leonard Math is also a related party of the Company for the purposes of Chapter 2E by virtue of section 228(5) of the Corporations Act, having been a Director of the Company at a time within the previous six (6) months (and was a Director at the time of the Placement). Mr Leonard Math resigned as a Director on 29 May 2026 but remains the Company's Chief Financial Officer and Company Secretary. Resolutions 3 to 5 (inclusive) relate to the proposed issue of Placement Shares to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)), which constitutes a financial benefit that would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require Shareholder approval for the purposes of section 208 of the Corporations Act.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math's participation in the Placement because the Placement Shares will be issued to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) on the same terms as Placement Shares issued to the other investors unrelated to the Company under the Placement and as such the giving of the financial benefits is on arm's length terms and the exception in section 210 of the Corporations Act applies.

2.3 Section 195(4) of the Corporations Act

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a directors' meeting from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Directors (including Mr Paul Summers and Mr Ziggy Lubieniecki) do not have a material personal interest in the issue of the Placement Shares the subject of Resolutions 3 and 4 (or their respective nominee(s)) other than to themselves. However, given it is proposed that two out of the three current

Directors are issued Placement Shares pursuant to Resolutions 3 and 4 (inclusive), they may be considered to have a material personal interest in the outcome of those Resolutions, in which case the Directors would be unable to form a quorum. Accordingly, the Board considers it prudent to exercise their right under section 195(4) of the Corporations Act and put the matters the subject of Resolutions 3 and 4 (inclusive) to Shareholders to resolve.

2.4 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

(a) a related party (Listing Rule 10.11.1);

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

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

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

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

unless it obtains the approval of its Shareholders.

The proposed issue of Placement Shares to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) under the Placement falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. Each of Mr Paul Summers and Mr Ziggy Lubieniecki fall within Listing Rule 10.11.1 by virtue of being a current Director, and Mr Leonard Math falls within Listing Rule 10.11.1 as a related party (by virtue of section 228(5) of the Corporations Act and the definition of 'related party' in Listing Rule 19.12), having been a Director of the Company within the six months preceding the proposed issue (and was a Director at the time of the Placement). Each issue therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 3 to 5 (inclusive) seek Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) to be issued a total of 1,928,571 Placement Shares under the Placement in addition to the Shares issued to unrelated parties, as detailed above. Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math's participation in the Placement will be on the same terms as the Placement made to the unrelated parties.

2.5 Consequences of passing Resolutions 3 to 5 (inclusive)

If passed, the Company will be able to proceed with the issue of an aggregate of 1,928,571 Placement Shares to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) and the Company will raise A$135,000 (before costs) from the issue of those Placement Shares.

The impact of passing Resolutions 3 to 5 (inclusive) on Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math's voting power in the Company, assuming they are issued the Shares the subject of those Resolutions, is set out in the following table:

Recipient	Number of Shares	Number of Options	Number of Performance Rights	Percentage voting power in the Company on an undiluted basis[2]	Percentage voting power in the Company on a fully diluted basis[3]
Mr Paul Summers	11,893,924	1,570,106	5,000,000	1.64%	1.18%
Mr Ziggy Lubieniecki	7,942,857	300,000	7,500,000	1.10%	0.79%
Mr Leonard Math	3,328,571	500,000	5,000,000	0.46%	0.33%

Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math currently have voting power in the Company (on an undiluted basis) of 1.58%, 1.01% and 0.43%, respectively. Based on the assumptions set out in footnotes 2 and 3 below, Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math's voting power in the Company (on an undiluted basis) could increase up to 1.64%, 1.10% and 0.46%, respectively, as a result of the issue of the Placement Shares the subject of Resolutions 3 to 5 (inclusive).

If Resolutions 3 to 5 (inclusive) are not passed, the Company will not be able to proceed with the issue of Placement Shares to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) and the Company will not raise a total of approximately A$135,000 (before costs) from the issue of those Placement Shares.

Resolutions 3 to 5 (inclusive) are not inter-conditional.

2.6 Information Requirements – Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the Placement Shares will be issued to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) as noted above;

(b) each of Mr Paul Summers and Mr Ziggy Lubieniecki is a Director of the Company, and is therefore a Listing Rule 10.11.1 party;

(c) Mr Leonard Math falls within the category set out in Listing Rule 10.11.1 by virtue of being a former Director who resigned less than six months prior to the proposed issue of Placement Shares and accordingly is a related party of the Company under section 228(5) of the Corporations Act and the definition of 'related party' in Listing Rule 19.12 (and was a Director at the time of the Placement);

(d) the maximum number of Placement Shares that will be issued:

[2] Assumes the total undiluted issued share capital of the Company is 724,967,073 (with voting power rounded to two decimal places), the recipients are issued the Shares the subject of Resolutions 3 to 5 (inclusive), the Consideration Shares the subject of Resolution 6 are issued and no additional Shares are issued by the Company.

[3] Assumes the total fully diluted issued share capital of the Company is 1,011,387,425 (with voting power rounded to two decimal places), the recipients are issued the Shares the subject of Resolutions 3 to 5 (inclusive), the Consideration Shares the subject of Resolution 6 are issued and no additional securities are issued by the Company.

(i) to Mr Paul Summers (or his nominee(s)) is 800,000 Placement Shares (subject to Resolution 3);

(ii) to Mr Ziggy Lubieniecki (or his nominee(s)) is 800,000 Placement Shares (subject to Resolution 4); and

(iii) to Mr Leonard Math (or his nominee(s)) is 328,571 Placement Shares (subject to Resolution 5); and

(e) the securities to be issued under Resolutions 3 to 5 (inclusive) are fully paid ordinary shares in the Company;

(f) the Placement Shares will be issued on a date which will be no later than one month after the date of this Meeting;

(g) the Placement Shares will be issued at an issue price of $0.07 each, being the same price as the Shares issued to unrelated parties under the Placement;

(h) the purpose of the issue of the Placement Shares is to raise A$135,000 (before costs), which funds are being used as set out in section 1.1 above;

(i) the issue of the Placement Shares to Mr Paul Summers, Mr Ziggy Lubieniecki and Mr Leonard Math (or their nominee(s)) is not intended to remunerate or incentivise the recipients and will be issued pursuant to standard form placement commitment letters (on the same terms as other Placement participants) subject to shareholder approval under Resolutions 3 to 5 (inclusive); and

(j) a voting exclusion statement applies to Resolutions 3 to 5 (inclusive) as set out in the Notice.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

2.7 Directors' recommendation

Given the fact that Mr Paul Summers and Mr Ziggy Lubieniecki may have an interest in the issue of Placement Shares under Resolutions 3 to 5 (inclusive) (as the case may be), Mr Paul Summers and Mr Ziggy Lubieniecki do not consider it is appropriate to make a recommendation in relation to those Resolutions. Mr Paul Stephen, Director, who did not participate in the Placement, recommends that Shareholders vote in favour of Resolutions 3 to 5 (inclusive).

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions.

3 Resolution 6 – Approval to issue Consideration Shares to Regener8 Resources NL or its nominee(s)

3.1 Background

As announced on 6 August 2026 and 4 September 2026, the Company has entered into a binding sale and purchase agreement (**SPA**) with Regener8 pursuant to which the Company has agreed to acquire 100% of the legal and beneficial interest in prospecting licences P40/1506, P40/1513, P40/1515, P40/1516, P40/1517, P40/1518, P40/1536 and P40/1492 located in the Kookynie region of Western Australia, together with all associated mining information (**Sale Assets**) (**Acquisition**).

The material terms of the SPA are as follows:

(a) the Company will acquire the Sale Assets free from all encumbrances other than permitted encumbrances (being rights reserved to or vested in any government agency, the terms and conditions of the tenements, applicable laws and statutory exceptions to title);

(b) the total consideration payable by the Company (**Consideration**) comprises:

(i) the issue of 21,428,571 Shares at a deemed issue price of A$0.07 per Share, being Shares with a deemed aggregate value of A$1,500,000 (**Consideration Shares**); and

(ii) contingent consideration comprising two tranches of Shares (**Contingent Consideration Shares**) (or, at the Company's sole election, cash payments of A$500,000 per tranche) payable upon satisfaction of the applicable milestone within 5 years from Completion (**Contingent Consideration**), as set out below:

(A) (**Tranche 1 Contingent Consideration**): subject to the Company announcing a minimum 100,000-ounce Mineral Resource Estimate in respect of the Sale Assets with a category of Inferred or higher at a minimum grade of greater than 1.5g/tonne of gold, reported in accordance with the JORC Code on or before the date that is 5 years from Completion (**Tranche 1 Milestone**), the Buyer must, at its sole election, either pay A$500,000 cash to the Seller or issue such number of Shares equal to A$500,000 divided by the VWAP but not less than A$0.055 per share (rounded down to the nearest whole number) (**Tranche 1 Contingent Consideration Shares**); and

(B) (**Tranche 2 Contingent Consideration**): subject to the Company announcing a minimum 250,000-ounce Mineral Resource Estimate in respect of the Sale Assets with a category of Inferred or higher at a minimum grade of greater than 1.5g/tonne of gold, reported in accordance with the JORC Code on or before the date that is 5 years from Completion (**Tranche 2 Milestone**), the Buyer must, at its sole election, either pay A$500,000 cash to the Seller or issue such number of Shares equal to A$500,000 divided by the VWAP but not less than A$0.055 per share (rounded down to the nearest whole number) (**Tranche 2 Contingent Consideration Shares**);

(c) the Consideration Shares will be subject to voluntary escrow for a period of 6 months from Completion;

(d) in the event that the Company commences Commercial Production on any of the Tenements prior to satisfaction of the Tranche 1 Milestone and/or Tranche 2 Milestone, the relevant milestone will be deemed to have been satisfied on the date Commercial Production commences and the Contingent Consideration must be paid within 5 Business Days after such commencement date;

(e) the SPA is subject to the following conditions:

(i) the Company obtaining shareholder approval for the issue of Consideration Shares and Contingent Consideration Shares as contemplated by the SPA under the ASX Listing Rules (by 30 October 2026);[4]

(ii) the parties obtaining all other necessary regulatory approvals or waivers pursuant to the Listing Rules, Corporations Act or any other law to allow the parties to lawfully complete the Acquisition

[4] As announced on 4 September 2026, the parties agreed to vary the SPA such that the End Date under the SPA is 30 October 2026.

(iii) the Company obtaining (in consultation with the Seller) all third-party approvals and consents necessary to lawfully complete the Acquisition;

(iv) no material adverse change has occurred in respect of the Sale Assets during the Transaction Period; and

(v) the Company obtaining a waiver from ASX Listing Rule 7.3.4 to the extent necessary to permit the Company to issue the Contingent Consideration Shares more than three months after the date the shareholder approval is obtained,

together, the **Conditions**, which must be satisfied or waived (other than the material adverse change condition in (e)(iii)) by 5:00pm (AWST) on 30 October 2026 (or such later date as the parties may agree in writing) (**End Date**), failing which either party may terminate the SPA by notice in writing. Completion will occur 5 Business Days after all Conditions (other than the material adverse change condition) have been satisfied or waived by the parties (**Completion**); and

(f) Regener8 has provided customary representations and warranties in respect of the Sale Assets, including as to title, good standing of the tenements, absence of encumbrances (other than permitted encumbrances), compliance with applicable laws and environmental requirements, and absence of litigation.

Whilst the SPA is binding on the parties, it remains subject to satisfaction or waiver of the Conditions by the End Date. There is no guarantee that the Conditions will be satisfied by the End Date and accordingly there is a risk that the Acquisition may not complete.

Resolution 6 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of the Consideration Shares to Regener8 (or its nominee(s)) pursuant to the SPA.

Resolution 6 is an ordinary resolution.

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

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 1.2 above.

The issue of the Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 6 seeks the required Shareholder approval for the issue of the Consideration Shares under and for the purposes of Listing Rule 7.1.

3.3 Consequences of passing Resolution 6

If Resolution 6 is passed and all other Conditions to the SPA are satisfied or waived (as applicable), the Company will be able to proceed with the issue of Consideration Shares to Regener8 pursuant to the SPA. In addition, the Consideration Shares to be issued to Regener8 pursuant to the Acquisition will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

As described in section 3.1 above, it is a Condition to Completion under the SPA that Shareholders approve Resolution 6. Accordingly, if Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares and the Conditions to Completion of Acquisition will not be satisfied. In such a scenario, absent the Condition being jointly waived by the Company and Regener8 pursuant to the SPA (refer to section 3.1(e) above) or the Company negotiating alternative terms with Regener8 on which to acquire the Sale Assets (either of which cannot be guaranteed), the Acquisition will not proceed, and the Company will not acquire the Sale Assets.

3.4 Information Requirements – Listing Rule 7.3

The following information in relation to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The Consideration Shares will be issued to Regener8 (or its nominee(s)). In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Regener8 (or its nominee(s)) is not a related party, a member of the Company's Key Management Personnel, a substantial Shareholder or an advisor of the Company or an Associate of any of those persons.

(b) The maximum number of Consideration Shares to be issued is 21,428,571 Consideration Shares.

(c) The Consideration Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.

(d) The Consideration Shares will be issued to Regener8 at Completion on a date that is no later than three months after the date of the Meeting.

(e) The Consideration Shares will be issued for nil cash consideration in satisfaction of the terms and conditions of the SPA. Accordingly, no funds will be raised from the issue.

(f) The Consideration Shares will be issued in connection with the SPA, a summary of which is included in section 3.1 above.

(g) A voting exclusion applies in respect of Resolution 6 as set out in the Notice.

3.5 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6. Each Director intends to vote or procure the voting of all Shares that they own or control in favour of Resolution 6.

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

4 Resolution 7 – Approval to issue Contingent Consideration Shares to Regener8 Resources NL or its nominee(s)

4.1 Background

Refer to Section 3.1 for a summary of the Acquisition and the proposed issue of the Contingent Consideration Shares.

Resolution 7 seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 (and for all other purposes) for the issue of the Contingent Consideration Shares to Regener8 (or its nominee(s)) pursuant to the SPA.

Resolution 7 is an ordinary resolution.

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

4.2 Conditional Resolution

Resolution 7 is conditional on the approval of Resolution 6, meaning that Resolution 7 will only take effect if each of Resolutions 6 and 7 are all approved by the requisite majority of Shareholders' votes at the Meeting.

4.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in section 1.2 above.

The issue of the Contingent Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 7 seeks the required Shareholder approval for the issue of the Contingent Consideration Shares under and for the purposes of Listing Rule 7.1.

4.4 Waiver of Listing Rule 7.3.4

Broadly, Listing Rule 7.3.4 requires a notice of meeting with a resolution to approve the issue of equity securities under Listing Rule 7.1 to state that the date by which an entity will issue the securities must be no later than 3 months after the date of the meeting.

Because the Contingent Consideration Shares may be issued following satisfaction of the Tranche 1 Milestone or Tranche 2 Milestone (or deemed satisfaction upon commencement of Commercial Production) at any time within 5 years from Completion, the issue of the Contingent Consideration Shares may occur more than 3 months after the date of the General Meeting.

The Company has been granted a waiver from Listing Rule 7.3.4 by ASX to permit the Notice not to state that the Contingent Consideration Shares will be issued no later than 3 months from the date of the General Meeting, provided (amongst other conditions) the Contingent Consideration Shares are issued by no later than5 years from the date of Shareholder approval (upon satisfaction of the applicable milestone), consistent with the 5-year milestone periods under the SPA.

Refer to the Company’s ASX announcement dated 4 September 2026 for further details of the waiver.

4.5 Consequences of passing Resolution 7

If Resolution 7 is passed (and subject to Resolution 6 also being passed) and all other Conditions to the SPA are satisfied or waived (as applicable), the Company will be able to proceed with the issue of Contingent Consideration Shares to Regener8 pursuant to the SPA. In addition, the Contingent Consideration Shares to be issued to Regener8 pursuant to the Acquisition will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

As described in section 3.1 above, it is a Condition to Completion under the SPA that Shareholders approve both Resolutions 6 and 7. Accordingly, if Resolutions 6 and 7 is not passed, the Conditions to Completion of Acquisition will not be satisfied. In such a scenario, absent the Condition being jointly waived by the Company and Regener8 pursuant to the SPA (refer to section 3.1(e) above) or the Company negotiating alternative terms with Regener8 on which to acquire the Sale Assets (either of which cannot be guaranteed), the Acquisition will not proceed, and the Company will not acquire the Sale Assets.

If Resolution 7 is not passed, but Resolution 6 is passed, the Company must agree to waive the Condition to the extent relating to the issue of the Contingent Consideration Shares, and therefore the parties may still agree to proceed with Completion. However, the Company will not be able to issue the Contingent Consideration Shares and the Contingent Consideration will be payable in cash based on the terms of the SPA (which provide that if the issue of the Contingent Consideration Shares is not approved in this scenario, the Contingent Consideration must be paid in cash).

4.6 Information Requirements – Listing Rule 7.3

The following information in relation to Resolution 7 is provided to Shareholders for the purposes of Listing Rule 7.3:

(a) The Contingent Consideration Shares will be issued to Regener8 (or its nominee(s)). In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Regener8 (or its nominee(s)) is not a related party, a member of the Company's Key Management Personnel, a substantial Shareholder or an advisor of the Company or an Associate of any of those persons.

(b) The number of Contingent Consideration Shares to be issued will be such number of Shares as is equal to A$500,000 divided by the VWAP but not less than A$0.055 per share for each of Tranche 1 and Tranche 2 (being a maximum aggregate value of A$1,000,000 worth of Shares). The maximum aggregate number of Contingent Consideration Shares to be issued in total is 18,181,818 Shares, which is calculated by dividing A$1,000,000 by the minimum floor price (i.e. $0.055).

(c) The table below provides examples of the number of Contingent Consideration Shares that may be issued if Shareholders approve Resolution 7. The table uses various issue prices to calculate the number of Shares that may be issued:

VWAP (A$ per Share)	Number of Tranche 1 Contingent Consideration Shares (A$500,000)	Number of Tranche 2 Contingent Consideration Shares (A$500,000)	Total Number of Contingent Consideration Shares (A$1,000,000)
0.11	4,545,454	4,545,454	9,090,908
0.0825	6,060,606	6,060,606	12,121,212
0.055 (minimum floor price)	9,090,909	9,090,909	18,181,818

(d) The Contingent Consideration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

(e) Subject to the terms of the waiver of ASX Listing Rule 7.3.4 (refer to section 4.4 above), the Contingent Consideration Shares will be issued on or before the date that is 5 years from the date of Shareholder approval (upon satisfaction of the applicable milestone).

(f) The Contingent Consideration Shares (if elected by the Company) will be issued for nil cash consideration in satisfaction of the terms and conditions of the SPA. Accordingly, no funds will be raised from the issue of Contingent Consideration Shares pursuant to Resolution 7.

(g) The Contingent Consideration Shares will be issued in connection with the SPA, a summary of which is included in section 3.1 above.

(h) A voting exclusion applies in respect of Resolution 7 as set out in the Notice.

4.7 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7. Each Director intends to vote or procure the voting of all Shares that they own or control in favour of Resolution 7.

The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

GLOSSARY

$ means Australian dollars.

Acquisition has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Business Day means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in Perth, Western Australia.

Chair means the individual elected to chair any meeting of the Company from time to time.

Co-Manager has the meaning given to that term in section 1.1 of the Explanatory Memorandum.

Commercial Production means the commercial exploitation of any ore, concentrate, doré, bullion, refined minerals or otherwise as part of a commercial mining operation from any part of the area on which the Tenements are located.

Completion has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Company means GoldArc Resources Limited ABN 72 002 261 565.

Conditions has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Consideration has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Consideration Shares has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Constitution means the Company's constitution, as amended from time to time.

Contingent Consideration has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Contingent Consideration Shares has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

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

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

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

End Date has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Joint Lead Managers has the meaning given to that term in section 1.1 of the Explanatory Memorandum.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 edition) or any update to that (or any subsequent) edition.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rule 7.1A Mandate has the meaning set out in section 1.2 of the Explanatory Memorandum.

Listing Rule 7.1A Mandate Expiry Date has the meaning set out in section 1.2 of the Explanatory Memorandum.

Listing Rules means the ASX Listing Rules.

Meeting or General Meeting means the General Meeting convened by the Notice.

Mineral Resource Estimate has the meaning given to that term in the JORC Code.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Option means an option to acquire a Share.

Placement has the meaning given to that term in section 1.1 of the Explanatory Memorandum.

Placement Shares has the meaning given to that term in section 1.1 of the Explanatory Memorandum.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Regener8 means **Regener8 Resources NL** ABN 93 655 560 740.

Related Body Corporate has the meaning given to that expression in the Corporations Act.

Resolution means a resolution contained in the Notice.

Sale Assets has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

SPA has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Tenements means granted prospecting licences P40/1506, P40/1513, P40/1515, P40/1516, P40/1517, P40/1518, P40/1536 and P40/1492 and includes any other mining tenements applied for, created or granted by way of renewal, conversion or reversion of, or in substitution for, or over any part of any of those tenements.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Contingent Consideration Shares has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Tranche 1 Milestone has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Tranche 2 Contingent Consideration Shares has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

Tranche 2 Milestone has the meaning given to that term in section 3.1 of the Explanatory Memorandum.

VWAP means the 5-day volume-weighted average market price of Shares as traded on the ASX as calculated over the 5 trading days immediately prior to the date on which the Tranche 1 Milestone or Tranche 2 Milestone (as applicable) is satisfied (or deemed to have been satisfied).

GoldArc

Proxy Voting Form

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

GoldArc Resources Limited | ABN 72 002 261 565

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 14 October 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders should sign.
Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at
https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of GoldArc Resources Limited, to be held at **10:00am (AWST) on Friday, 16 October 2026 at 104 Colin Street, West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	Ratification of previous issue of Placement Shares to sophisticated investors under Listing Rule 7.1			
2	Ratification of previous issue of Placement Shares to sophisticated investors under Listing Rule 7.1A			
3	Approval to issue Placement Shares to Mr Paul Summers (Director) or his nominee(s)			
4	Approval to issue Placement Shares to Mr Zbigniew (Ziggy) Lubieniecki (Director) or his nominee(s)			
5	Approval to issue Placement Shares to Mr Leonard Math (former Director) or his nominee(s)			
6	Approval to issue Consideration Shares to Regener8 Resources NL or its nominee(s)			
7	Approval to issue Contingent Consideration Shares to Regener8 Resources NL or its nominee(s)			

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

STEP 3 – Signatures and contact details

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

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

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