# ASX ANNOUNCEMENT

16 September 2026

WHITE CLIFF MINERALS

Dear Shareholder,

A General Meeting (**Meeting**) of shareholders of White Cliff Minerals Limited (ACN 126 299 125) (**Company**) will be held at Ground Floor, 8 St Georges Terrace, Perth WA 6000 on Monday, 19 October 2026 at 10.00am (WST).

In accordance with recent modifications to the Corporations Act 2001 (Cth), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, unless a Shareholder has elected to receive documents in hard copy.

Instead, the Notice can be viewed and downloaded via:

- the Company's website at https://wcminerals.com.au/asx-announcements/ .
- via the Company's ASX page at https://www2.asx.com.au/markets/company/wcn; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting. Shareholders can lodge their vote by going to www.investorvote.com.au and logging in with your details, which you can find on your enclosed personalised proxy form. Shareholders are also encouraged to provide an email address in order to receive electronic communication from the Company in the future.

Your proxy form must be received by 10.00am (WST) on Saturday, 17 October 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

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

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

Yours sincerely,

Nicholas Ong
Company Secretary

# White Cliff Minerals Limited

**ABN 22 126 299 125**

# NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

**Date of Meeting**

Monday, 19 October 2026

**Time of Meeting**

10:00am AWST

**Place of Meeting**

Ground Floor, 8 St Georges Terrace, Perth, Western Australia

**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.

# WHITE CLIFF MINERALS LIMITED
# ABN 22 126 299 125

## NOTICE OF GENERAL MEETING

**Notice is given that the General Meeting of Shareholders of White Cliff Minerals Limited ABN 22 126 299 125 will be held at Ground Floor, 8 St Georges Terrace, Perth, Western Australia on Monday, 19 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 – Approval to issue securities to Hancock Prospecting Pty Ltd

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

*"That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 515,791,601 Shares to Hancock Prospecting Pty Ltd (or its nominee(s)), a related party of the Company."*

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

*(a) Hancock Prospecting Pty Ltd or its nominees, 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 Company); or*

*(b) an Associate of Hancock Prospecting Pty Ltd.*

*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 – Consolidation of Capital

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

*"That, for the purpose of Section 254H of the Corporations Act and the Company's Constitution and for all other purposes, with effect from the date this Resolution is passed, approval is given for the Company to consolidate its issued capital on the basis that:*

(a) *the then issued capital of the Company be consolidated on the basis that every 20 fully paid ordinary Shares in the capital of the Company be consolidated into one fully paid ordinary Share;*

(b) *the Options on issue be adjusted in accordance with Listing Rule 7.22.1;*

(c) *the Performance Rights on issue be adjusted in accordance with Listing Rule 7.21; and*

(d) *where the number of Shares, Options or Performance Rights held by a member of the Company as a result of the consolidation effected by paragraph (a), (b) and (c) of this Resolution includes any fraction of a Share, Option or Performance Right (as applicable), that fraction be rounded down to the nearest whole number.*"

***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**

**Nicholas Ong**
Company Secretary

Dated: 16 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.

**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 Saturday, 17 October 2026. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - **By post**:

    Computershare Investor Services Pty Ltd GPO Box 242, Melbourne VIC 3001 Australia
  - **By fax:**

    1800 783 447 within Australia or +61 3 9463 2555 outside Australia
  - **By mobile:**

    Using 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 Saturday, 17 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 Meeting will be the entitlement of that person set out in the Register of Shareholders as at 10:00am (AWST) on Saturday, 17 October 2026.

# WHITE CLIFF MINERALS LIMITED
# ABN 22 126 299 125

# 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. Resolution 1 – Issue of Shares to Hancock Prospecting Pty Ltd

On 14 September 2026, the Company announced that it has entered into an agreement with Hancock Prospecting Pty Ltd (ACN 008 676 417) (**HPPL**) (**Subscription Agreement**). Under the Subscription Agreement, HPPL has subscribed for 515,791,601 Shares (on a pre-consolidation basis) at an issue price of $0.017 per Share to raise $8,768,457 (**Placement**). Funds raised pursuant to the Placement will be used to expand and accelerate drilling and exploration activities at the Company's Rae Copper Project.

Under the Subscription Agreement, completion is conditional on ASX not indicating that it will refuse Official Quotation of the Placement Shares and the Company obtaining Shareholder approval under Listing Rule 10.11. The Subscription Agreement contains representations and warranties given by both the Company and HPPL that are customary for a transaction of this nature. Each party may terminate the Subscription Agreement if the other commits a material breach or if the conditions are not satisfied or waived by the required date. The Subscription Agreement is governed by the laws of Western Australia and is otherwise on standard commercial terms.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue (as applicable) of 515,791,601 Shares to HPPL (or its nominee(s)).

### 1.1 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.

Under Chapter 2E of the Corporations Act, the issue of Shares to a related party 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 HPPL's participation in the Placement because the Shares will be issued to HPPL on commercial terms that have been negotiated on an arm's length basis. 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.

### 1.2 Section 195(4) of the Corporations Act

Section 195(1) of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered.

Mr John Hancock may be considered to have a material personal interest in Resolution 1 by reason of his relationship with the Executive Chair of HPPL and was not present during meetings of directors when the issue of Shares to HPPL (or its nominee(s)) was being considered. The remaining Directors do not have a material personal interest in the issue of Shares to HPPL (or its nominee(s)).

### 1.3 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 related party (Listing Rule 10.11.1);
- 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);
- 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);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- 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.

Related parties of the Company include Directors such as Mr John Hancock, parents of Directors, such as Mrs Gina Rinehart (Mr Hancock’s mother), and entities controlled by either of them, including HPPL, which is an entity controlled by Mrs Rinehart. The proposed issue of Shares to HPPL under the Placement falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 1 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow HPPL (or its nominee(s)) to be issued 515,791,601 Shares (on a pre-consolidation basis) under the Placement.

If Resolution 1 is passed, the Company will be able to proceed with the issue of 515,791,601 Shares to HPPL (or its nominee(s)) and the Company will raise $8,768,457 (before costs) from the issue of those Shares.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of Shares to HPPL and the Company will not raise $8,768,457 (before costs) from the issue of those Shares.

### 1.4 Information Requirements – Listing Rule 10.13

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

(a) the Shares will be issued to HPPL (or its nominee(s)) as noted above;

(b) Hancock Prospecting Pty Ltd is a related party of the Company falling within Listing Rule 10.11.1 party, being controlled by Mrs Gina Rinehart, the mother of Mr John Hancock, a Director of the Company;

(c) the maximum number of Shares that will be issued to HPPL is 515,791,601 Shares (on a pre-consolidation basis);

(d) the securities to be issued under Resolution 1 are fully paid ordinary shares in the Company;

(e) the Shares will be issued on a date which will be no later than 1 month after the date of this Meeting;

(f) the Shares will be issued at an issue price of $0.017each;

(g) the purpose of the issue of the Shares is to raise $8,768,457 (before costs), which will be used to expand and accelerate drilling and exploration activities at the Company's Rae Copper Project;

(h) the Shares are being issued under the Subscription Agreement, the terms of which are summarised in Section 1; and

(i) a voting exclusion statement applies to this Resolution 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.

### 1.5 Directors' recommendation

Each Director other than Mr John Hancock recommends that Shareholders vote in favour of Resolution 1. Mr John Hancock declines to make a recommendation in relation to Resolution 1.

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 Resolution 1.

## 2. Resolution 2 – Consolidation of Capital

### 2.2 Background

This Resolution seeks Shareholder approval to consolidate the Company's issued capital by consolidating (ie converting) every 20 existing Shares into one new Share (**Consolidation**) for the purposes of section 254H of the Corporations Act, the Company's Constitution and for all other purposes. The Consolidation is proposed by the Company in order to reduce the number of Securities on issue and is expected to result in a more appropriate and effective capital structure for the Company and a share price which is anticipated to be more appealing to a wider range of investors.

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

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

(a) the effect of the proposal on the number of securities and the amount unpaid (if any) on the securities;

(b) the proposed treatment of any fractional entitlements; and

(c) the proposed treatment of any convertible securities on issue.

All references in this Notice (including the Explanatory Memorandum and Schedules) to Shares, Options or Performance Rights, exercise prices or similar, are on a pre-Consolidation basis.

In compliance with the information requirements of Listing Rule 7.20, Shareholders are advised of the following information.

As at the date of this Notice, the Company has **3,304,886,923** Shares on issue and is seeking approval to issue a further 515,791,601 Shares pursuant to Resolution 1. Accordingly, if Resolutions 1 and 2 are passed, the number of Shares on issue will be reduced from 3,820,678,524 to approximately 191,033,926 (subject to rounding).

The Company has the following Options on issue:

| ***Number*** | ***Exercise Price*** | ***Expiry Date*** |
|---|---|---|
| 40,000,000 | $0.0287 | 27/09/2028 |
| 9,000,000 | $0.0187 | 27/09/2028 |
| 89,000,000 | $0.0387 | 27/09/2028 |
| 89,000,000 | $0.0587 | 27/09/2028 |
| 75,000,000 | $0.0387 | 16/08/2027 |
| 66,000,000 | $0.0377 | 23/07/2028 |
| 200,000,000 | $0.0487 | 23/07/2029 |
| 200,000,000 | $0.0687 | 23/07/2029 |
| 6,000,000 | $0.045 | 10/07/2028 |
| 45,501,494 | $0.0400 | 30/06/2028 |
| 7,000,000 | $0.0650 | 10/07/2028 |

If this Resolution is passed, the number of the existing Options on issue and their respective exercise prices will be reorganised in accordance with Listing Rule 7.22.1 as set out below, so that the total number of Options on issue will be as follows:

| ***Number*** | ***Exercise Price*** | ***Expiry Date*** |
|---|---|---|
| 2,000,000 | $0.5740 | 27/09/2028 |
| 450,000 | $0.3740 | 27/09/2028 |
| 4,450,000 | $0.7740 | 27/09/2028 |
| 4,450,000 | $1.1740 | 27/09/2028 |
| 3,750,000 | $0.7740 | 16/08/2027 |
| 3,300,000 | $0.7540 | 23/07/2028 |

| Number | Exercise Price | Expiry Date |
|---|---|---|
| 10,000,000 | $0.9740 | 23/07/2029 |
| 10,000,000 | $1.3740 | 23/07/2029 |
| 300,000 | $0.9000 | 10/07/2028 |
| 2,275,075 | $0.8000 | 30/06/2028 |
| 350,000 | $1.3000 | 10/07/2028 |

The Company has the following Performance Rights on issue:

| Number | Expiry Date |
|---|---|
| 4,000,000 | 02/11/2026 |
| 66,000,000 | 10/06/2027 |
| 60,000,000 | 10/06/2027 |
| 50,000,000 | 24/07/2029 |
| 50,000,000 | 24/07/2029 |
| 50,000,000 | 24/07/2029 |
| 40,000,000 | 24/07/2029 |
| 40,000,000 | 24/07/2029 |
| 50,000,000 | 24/07/2029 |
| 40,000,000 | 24/07/2029 |
| 40,000,000 | 24/07/2029 |
| 3,000,000 | 01/06/2027 |
| 3,000,000 | 01/06/2028 |
| 3,000,000 | 01/06/2029 |

### 2.3 Implementation of Consolidation

If this Resolution is passed, every 20 existing Shares will be consolidated into one Share. The table below shows the number of Shares before and after the Consolidation.

As the Consolidation applies equally to all Shareholders, individual holdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to rounding). It follows that the Consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company. Therefore, if a Shareholder currently holds 33,048,869 Shares representing approximately 1% of the Company's issued capital, then if the Consolidation is approved and implemented, the Shareholder will have 1,652,444 Shares following the Consolidation, still representing the same 1% of the Company's issued capital.

Similarly, the aggregate value of each Shareholder's holding (and the Company's market capitalisation) should not materially change – other than minor changes as a result of rounding – as a result of the Consolidation alone (and assuming no other market movements occur). However, the price per Share can be expected to increase to reflect the reduced number of Shares on issue. Theoretically, in the absence of market or other events, the post Consolidation Share price should be approximately 20 times its pre-consolidation price. The actual effect of the Consolidation on the Share price will depend on a number of factors outside the control of the Company, and the market price following the Consolidation may be higher or lower than the theoretical post-Consolidation price.

### 2.4 Holding statements and certificates

As from the effective date of the Consolidation, all holding statements for Shares and certificates for Options will cease to have any effect except as evidence of entitlement to a certain number of post Consolidation Shares and Options.

After the Consolidation becomes effective, the Company will issue a notice to Shareholders and Optionholders advising them of the number of Shares and Options held by each Shareholder and Optionholder (as the case may be) both before and after the Consolidation. The Company will, no later than 5 business days after the record date (as defined in the Listing Rules) arrange for new holding statements and Option certificates to be issued to Shareholders and Optionholders.

### 2.5 Options

Listing Rule 7.22.1 requires that if a company consolidates its capital, the number of options it has on issue must be consolidated in the same ratio as the shares and their exercise prices be amended in inverse proportion to that ratio. The expiry dates of options do not change.

Accordingly, if this Resolution is passed, every 20 existing Options on issue will be consolidated into one Option and the current exercise price of each Option will be multiplied by 20 to obtain the new exercise price post-Consolidation.

The tables above set out the Company's existing Options, their exercise prices and expiry dates, on both a pre and post Consolidation basis.

### 2.6 Fractional Entitlements

The Consolidation will result in any Shareholder and Optionholder whose existing holding is not a multiple of 20 receiving a fraction of a Share or Option (as applicable). These fractional entitlements will be rounded down as part of the Consolidation, so that the consolidated holding will be rounded down to the nearest whole number. If the Company reasonably believes that a Shareholder or Optionholder has been a party to the division of a shareholding or optionholding in an attempt to obtain an advantage from this treatment of fractions, the Company may take appropriate action, having regard to the Company's Constitution and the Listing Rules. In particular, the Company reserves the right to disregard the division of the Shareholder or Optionholder for the purposes of dealing with fractions so as to round up any fraction to the nearest whole number of Shares or Options that would have been received but for the division.

### 2.7 Capital structure of the Company

Assuming the Company's capital structure as at the date of this Notice remains the same until the date of the Meeting, the Company's capital structure before and after the Consolidation is and will be as follows:

| | Pre Consolidation | Post Consolidation |
|---|---|---|
| Shares | 3,304,886,923 | 165,244,346 |
| Options | 826,501,494 | 41,325,074 |
| Performance Rights | 499,000,000 | 24,950,000 |

### 2.8 Tax implications for Shareholders

Shareholders and Optionholders are encouraged to seek professional advice in relation to any tax implications which may arise as a result of the Consolidation. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising Shareholders and Optionholders about the tax consequences for them from the proposed Consolidation.

### 2.9 Timing of consolidation

The consolidation will take effect in accordance with the following proposed reorganisation timetable:

| Date | Event |
|---|---|
| 19 October 2026 | Shareholder approval |
| 26 October 2026 | Effective Date |
| 27 October 2026 | Last day for trading in pre-organised securities. |
| 28 October 2026 | Trading commences in the reorganised securities on a deferred settlement basis. |
| 29 October 2026 | Record Date - last day for Company to register transfers on a pre-Consolidation basis. |
| 30 October 2026 | First day for the Company to update its register and to send a notice to each security holder reflecting the change to the number of securities they hold. |
| 5 November 2026 | Last day for the Company to update its register and to send a notice to each security holder reflecting the change to the number of securities they hold.<br>Deferred settlement market ends. |

***Note:** The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Corporations Act, the Listing Rules and all other applicable laws.*

**Directors' recommendation**

All the Directors were available to make a recommendation. The Directors unanimously recommend that Shareholders vote in favour of Resolution.

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 Resolution 2.

## GLOSSARY

**$** means Australian dollars.

**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.

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

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means White Cliff Minerals Limited ABN 22 126 299 125.

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

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

**Directors** means the directors of the Company.

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

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Listing Rules** means the ASX Listing Rules.

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

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

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Performance Rights** means a performance right to acquire a Share.

**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.

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

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

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

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

ABN 22 126 299 125

## Need assistance?

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

**Online:**
www.investorcentre.com/contact

## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Saturday, 17 October 2026.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 18328172**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

### By Mail:

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

### By Fax:

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

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

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

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

# Proxy Form

**Please mark ☒ to indicate your directions**

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

**XX**

**I/We being a member/s of White Cliff Minerals Limited hereby appoint**

☐ **the Chair of the Meeting** **OR** ______________

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of White Cliff Minerals Limited to be held at Ground Floor, 8 St Georges Terrace, Perth, Western Australia 6000 on Monday, 19 October 2026 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

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

| | | For | Against | Abstain |
|---|---|---|---|---|
| Resolution 1 | Approval to issue securities to Hancock Prospecting Pty Ltd | ☐ | ☐ | ☐ |
| Resolution 2 | Consolidation of Capital | ☐ | ☐ | ☐ |

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

## Step 3 Signature of Securityholder(s)

*This section must be completed.*

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 | |
|---|---|---|---|
| | | | / / |
| Sole Director & Sole Company Secretary | Director | Director/Company Secretary | Date |

**Update your communication details** *(Optional)*

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

| Mobile Number | Email Address |
|---|---|
| | |

WCN

Computershare

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