ENEGEX LIMITED
ACN 160 818 986
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	10:00 am WST
DATE:	31 October 2025
PLACE:	Level 14, QV1 Building 250 St Georges Terrace Perth WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00PM (WST) on 29 October 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2024 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2025."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – ROGER STEINEPREIS

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

"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Roger Steinepreis, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 4 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:

(a) every 1 Share be consolidated into 5 Shares;

(b) every 1 Option be consolidated into 5 Options; and

(c) every 1 Performance Share be consolidated into 5 Performance Shares,

with fractional entitlements rounded down to the nearest whole Security."

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES IN CONSIDERATION SHARES TO THE VENDORS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 80,000,000 Consideration Shares (on a post-consolidation basis) to the Vendors (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE SHARES TO THE INCENTIVISED VENDORS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 23,000,000 Performance Shares (on a post-consolidation basis) to the Incentivised Vendors (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

8. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 100,000,000 Shares (on a post-consolidation basis) to unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."*

9. RESOLUTION 8 – APPROVAL TO ISSUE PLACEMENT SHARES TO A RELATED PARTY – ROGER STEINEPREIS

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,400,000 Shares (on a post-consolidation basis) to Roger Steinepreis (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

10. RESOLUTION 9 – APPROVAL TO ISSUE PLACEMENT SHARES TO A RELATED PARTY – NICK CASTLEDEN

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Shares (on a post-consolidation basis) to Nick Castleden (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

11. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS TO A RELATED PARTY – ROGER STEINEPREIS

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,250,000 Options (on a post-consolidation basis) to Roger Steinepries (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

12. RESOLUTION 11 – APPROVAL TO ISSUE OPTIONS TO A RELATED PARTY – NICK CASTLEDEN

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

> *"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,250,000 Options (on a post-consolidation basis) to Nick Castleden (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

13. RESOLUTION 12 – APPROVAL TO ISSUE OPTIONS – PAUL ROBERTS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Options (on a post-consolidation basis) to Paul Roberts (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

14. RESOLUTION 13 – APPROVAL TO ISSUE OPTIONS – TONY TOMBA

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 1,750,000 Options (on a post-consolidation basis) to Tony Tomba (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

15. RESOLUTION 14 – APPROVAL TO ISSUE OPTIONS – CHRIS SWALLOW

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 750,000 Options (on a post-consolidation basis) to Chris Swallow (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

16. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS – FAMIEN OPTIONHOLDERS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Options (on a post-consolidation basis) to the holders of Famien Options on the terms and conditions set out in the Explanatory Statement."*

17. RESOLUTION 16 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Options (on a post-consolidation basis) to Canaccord Genuity (Australia) Limited (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 10 – Approval to Issue Options to a Related Party – Roger Steinepreis	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 - Approval to Issue Options to a Related Party – Nick Castleden	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolution set out below by or on behalf of the following persons:

Resolution 5 - Approval to Issue Consideration Shares to the Vendors	The Vendors (or their nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 6 - Approval to Issue Performance Shares to the Incentivised Vendors	The Incentivised Vendors (or their nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 7 - Approval to Issue Placement Shares to Unrelated Parties	The unrelated parties (or their nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 8 – Approval to Issue Placement Shares to a Related Party – Roger Steinepreis	Roger Steinepreis (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 Company) or an associate of that person or those persons.
Resolution 9 – Approval to Issue Placement Shares to a Related Party – Nick Castleden	Nick Castleden (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 Company) or an associate of that person or those persons.
Resolution 10 – Approval to Issue Options to a Related Party – Roger Steinepreis	Roger Steinepreis (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 Company) or an associate of that person or those persons.

Resolution 11 – Approval to Issue Options to a Related Party – Nick Castleden	Nick Castleden (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 Company) or an associate of that person or those persons.
Resolution 12 – Approval to Issue Options – Paul Roberts	Paul Roberts (or his nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 13 – Approval to Issue Options – Tony Tomba	Tony Tomba (or his nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 14 – Approval to Issue Options – Chris Swallow	Chris Swallow (or his nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 15 – Approval to Issue Options – Famien Optionholders	Famien Optionholders (or their nominee(s)) or any other 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 an associate of that person (or those persons).
Resolution 16 – Approval to Issue Options to the Lead Manager	Canaccord Genuity (Australia) Limited (or their nominee(s)) or any other 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 an associate of that person (or those persons).

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

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 8 6314 1557.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://www.enegex.com/.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report to be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – ROGER STEINEPREIS

3.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Roger Steinepreis, having held office without re-election since 9 May 2023 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Roger Steinepreis is set out below.

Qualifications, experience and other material directorships	Roger Steinepreis graduated from the University of Western Australia where he completed his law degree. He was admitted as a barrister and solicitor of the Supreme Court of Western Australia in 1987 and has been practising as a lawyer for over 30 years. He is the legal adviser to a number of public companies on a wide range of corporate related matters. His areas of practice focus on company restructures, initial public offerings, mergers and acquisitions and mining law. Mr Steinepreis is currently a director of the following companies: (a) Meeka Metals Limited; and (b) Arika Resources Limited.
Term of office	Roger Steinepreis has served as a Director since 9 May 2023 without re-election.
Independence	If re-elected, the Board considers that Roger Steinepreis will be an independent Director.
Board recommendation	Having received an acknowledgement from Roger Steinepreis that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Roger Steinepreis since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Roger Steinepreis) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Roger Steinepreis will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Roger Steinepreis will not continue in their role as independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is $11,427,662. The Company is therefore an Eligible Entity.

4.2 Technical information required by Listing Rule 14.1A

For this Resolution to be passed, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be cast in favour of the Resolution.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following: (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital.
Risk of economic and voting dilution	Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under

REQUIRED INFORMATION	DETAILS
	the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 23 September 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on issue (Variable A In Listing Rule 7.1A.2)		DILUTION			
		Shares Issued – 10% voting dilution	Issue Price		
			$0.015	$0.030	$0.045
			50% decrease	Issue Price	50% increase
			Funds raised		
Current	637,106,462	63,710,646	$955,659	$1,911,319	$2,866,979
50% increase	955,659,693	95,565,969	$1,433,489	$2,866,979	$4,300,468
100% increase	1,274,212,924	127,421,292	$1,911,319	$3,822,638	$5,733,958

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 637,106,462 Shares on issue comprising:
   (a) 380,922,052 existing Shares as at the date of this Notice;
   (b) 256,184,410 Shares which will be issued if Resolutions 5 to 9 are passed at this Meeting; and
2. The issue price set out above is the closing market price of the Shares on the ASX on 23 September 2025 (being $0.032) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A

REQUIRED INFORMATION	DETAILS
	Mandate, based on that Shareholder's holding at the date of the Meeting. Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 November 2024 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, the Company has not issued any Equity Securities pursuant to the Previous Approval.
Voting exclusion statement	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – CONSOLIDATION OF CAPITAL

5.1 Background

This Resolution seeks Shareholder approval for the purposes of section 254 of the Corporations Act and all other purposes to consolidate the Company's issued capital on a 1:5 basis (**Consolidation**).

5.2 Legal requirements

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

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

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

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

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

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22 provides that where an entity with options on issue undertakes a consolidation of its issued capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

5.3 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	SHARES	OPTIONS[1]	PERFORMANCE SHARES
Current Securities on issue (Pre-Consolidation)	380,922,052	66,750,000	Nil
Current Securities on issue (Post-Consolidation)[2,3]	**76,184,410**	**13,350,000**	**Nil**
Securities to be issued under Resolution 5[4]	80,000,000	Nil	Nil
Securities to be issued under Resolution 6	Nil	Nil	23,000,000
Securities to be issued under Resolutions 7 to 9	100,000,000	Nil	Nil
Securities to be issued under Resolutions 10 to 15	Nil	15,000,000	Nil
Securities to be issued under Resolution 16	Nil	2,000,000	Nil
Total Securities on issue post-AGM (Post-Consolidation)3,5	**256,184,410**	**30,350,000**	**23,000,000**

Notes:

1. The terms of these Options and Performance Rights are set out in the table below.
2. Based on the number of Securities on issue as at the date of this Notice.
3. Assumes no Shares or convertible securities are issued (including on the exercise or conversion of convertible securities).
4. Subject to rounding of fractional entitlements in accordance Section 5.4 below.

The effect the Consolidation will have on the terms of the convertible securities that are current only issue or proposed to be issued as outlined in the table above (subject to rounding of fractional entitlements) is set out in the tables below:

Unquoted Options

CLASS	EXPIRY DATE	PRE-CONSOLIDATION		POST-CONSOLIDATION	
		NUMBER	EXERCISE PRICE	NUMBER	EXERCISE PRICE
ENXAK	22 February 2026	750,000	$0.25	150,000	$1.25

CLASS	EXPIRY DATE	PRE-CONSOLIDATION		POST-CONSOLIDATION	
		NUMBER	EXERCISE PRICE	NUMBER	EXERCISE PRICE
ENXAM	30 June 2027	32,500,000	$0.02	6,500,000	$0.10
ENXAN	1 July 2027	33,500,000	$0.04	6,700,000	$0.20
New Options[1]	3 years from the date of issue	N/A	N/A	15,000,000	$0.07
Lead Manager Options[2]	3 years from the date of issue	N/A	N/A	2,000,000	$0.10

Notes:

1. Subject to Shareholder approval under Resolutions 10 to 15.
2. Subject to Shareholder approval under Resolution 16.

Performance Shares

CLASS	POST-CONSOLIDATION
Class A	6,272,727
Class B	16,727,273
Total	**23,000,000[1]**

5.4 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 5. Fractional entitlements will be rounded up to the nearest Security.

5.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

ACTION	DATE
Company announces Consolidation and releases Appendix 3A.3	Tuesday, 23 September 2025
Company sends out the Notice	Tuesday, 30 September 2025
Shareholders approve the Consolidation	Friday, 31 October 2025
Company announces Effective Date of Consolidation	Friday, 31 October 2025
Effective Date of Consolidation	Friday, 31 October 2025
Last day for pre-Consolidation trading	Monday, 3 November 2025
Post-Consolidation trading commences on a deferred settlement basis	Tuesday, 4 November 2025
Record Date	Wednesday, 5 November 2025
Last day for the Company to register transfers on a pre-Consolidation basis	Wednesday, 5 November 2025
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Thursday, 6 November 2025
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred	Wednesday, 12 November 2025

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

5.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 5.4 above), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

5.7 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

6. BACKGROUND TO RESOLUTIONS 5 TO 16

6.1 Proposed Transaction

As announced on 23 September 2025, the Company has entered into binding share sale and purchase agreements with the shareholders of Famien Resources Pty Ltd (ACN 673 315 109) (**Famien**) (the **Vendors**) under which the Company will purchase 100% of the shares in Famien from the Vendors (**Proposed Transaction**). Famien holds a 100% interest in seven exploration permits and four exploration permit applications which are expected to be granted by the end of September (together, the **Tenements**) in Cote D'Ivoire, West Africa (together, the **New Project**).

Completion of the Proposed Transaction remains conditional, amongst other things, on:

(a) the Company completing a Capital Raising to raise a minimum of $4,000,000 (being the subject of Resolutions 7 to 9);

(b) the Company completing a 1:5 consolidation of its securities (**Consolidation**) (being the subject of Resolution 4);

(c) the Company entering into agreements with the holders of Famien Options (**Famien Optionholders**) to cancel those options in consideration for the grant of 5,000,000 (post-Consolidation) Options exercisable at $0.07 with a three-year expiry (**New Options**) (being the subject of Resolution 15); and

(d) both parties obtaining all necessary, shareholder and third-party approvals for the Proposed Transaction,

(together, the **Conditions Precedent**).

6.2 Initial Consideration

The consideration payable by the Company to the Vendors for the Proposed Transaction is expected to be an aggregate of 80,000,000 fully paid ordinary shares in the capital of the Company (**Shares**) at a deemed issue price of $0.05 per Share (**Consideration Shares**).

For the sake of clarity, unless stated otherwise, all figures that are set out in this Section 6 are expressed on a post-Consolidation basis.

6.3 Performance Shares

The Company is also proposing to issue certain Vendors who played a key role in acquisition of the tenement portfolio (**Incentivised Vendors**) an aggregate of a further:

(a) 6,272,727 performance shares that will convert into Shares following the Company's announcement of the definition of a definition of JORC resource of at least 500,000oz in gold (or gold equivalent) with an average grade exceeding 1.5g/t Au (or Au equivalent) on any of the Permits or Permit Applications that are currently owned by Famien (**Permits**) (**Class A Performance Shares**); and

(b) 16,727,273 performance shares that will convert into Shares following the Company's announcement of the definition of a JORC 2012 compliant mineral resource estimate of at least 1,000,000oz in gold (or gold equivalent) with an average grade exceeding 1.5g/t Au (or Au equivalent) on any Permit (**Class B Performance Shares**),

(together, the **Performance Shares**).

6.4 Capital Raising

It is a Conditions Precedent as part of the Proposed Transaction for the Company to complete a share placement of 80,000,000 Shares at a deemed issue price of $0.05 per Share (**Placement Shares**) to professional and sophisticated investors (**Placement Participants**) to raise a minimum of $4,000,000 (before costs), with the ability to accept oversubscriptions of up to a further 20,000,000 Placement Shares to raise up to an additional $1,000,000 (**Capital Raising**) (being the subject of Resolution 7).

The current Directors of the Company that will remain on the Board post-completion of the Proposed Transaction intend to participate in the Capital Raising on the same terms as third-party investors and subject to approval from shareholders in terms of ASX Listing Rule 10.11 (**Participating Directors**) (being the subject of Resolutions 8 and 9).

The Capital Raising is inter-conditional on the completion of the Proposed Transaction, and therefore Resolutions 7 to 9 will be conditional on the passing of Resolution 4.

6.5 Use of funds

The funds raised under the Capital Raising will be used to advance the Company's mineral exploration activities, comprising:

(a) rapidly accelerating exploration activities on the Gogo and Tougbe Gold Projects in northeast Côte D'Ivoire, leading rapidly to reconnaissance drill programs;

(b) funding early-stage exploration work across the Côte D'Ivoire portfolio, systematically advancing through regional geochemical sampling to auger drilling and air core or RC drilling;

(c) funding exploration work at Enegex's West Australian exploration projects; and

(d) to provide general working capital for the Proposed Transaction.

6.6 Lead Manager

The Company engaged Canaccord Genuity (Australia) Limited ACN 075 071 466 (**Canaccord**) to act as lead manager to the Capital Raising pursuant to a lead manager mandate dated on or about 21 September 2025 (**Lead Manager Mandate**).

In consideration for providing lead manager services, the Company agreed to pay/issue Canaccord:

(a) a management fee equal to 2% of total proceeds raised under the Capital Raising;

(b) a selling fee equal to 4% of total proceeds raised by Canaccord under the Capital Raising; and

(c) 2,000,000 options to acquire Shares (on a post-Consolidation basis), exercisable at $0.10 (on a post-Consolidation basis) with an expiry date three (3) years from the date of issue (**Lead Manager Options**) (being the subject of Resolution 16).

6.7 Options

In addition to the issue of New Options to Famien Optionholders, the Company has agreed to issue an additional 10,000,000 New Options on the following basis:

(a) 1,250,000 New Options to be issued to each of Roger Steinepreis and Nick Castleden (or their nominees) (being the subject of Resolutions 10 and 11);

(b) 5,000,000 New Options to be issued to Paul Roberts (or his nominee) (being the subject of Resolution 12);

(c) 1,7500,000 New Options to be issued to Tony Tomba (or his nominee) (being the subject of Resolution 13); and

(d) 750,000 New Options to be issued to Chris Swallow (or his nominee) (being the subject of Resolution 14).

7. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SHARES TO VENDORS

7.1 General

As summarised in Section 6.2 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 80,000,000 Consideration Shares (on post-Consolidation basis) to the Vendors (or their nominees).

The Vendors include the following entities that are controlled by Paul Roberts and Eric Konodo. Messrs Roberts and Kondo are proposed to be appointed Directors upon the completion of the Proposed Transaction.

VENDOR	NUMBER OF CONSIDERATION SHARES
EK2 Holding Limited (an entity controlled by Mr Kondo)	39,682,832
Perth-Canguros Pty Ltd (an entity controlled by Mr Roberts) ATF Paul and Esperanza Roberts Super Fund	3,614,235
Paul Anthony Lund Roberts & Angelica Gutierrez Bejarano Esperanza	3,584,731

The Company is relying on Listing Rule 10.12 exception 12 for the issues of these Consideration Shares. However, the issue of these Consideration Shares, along with the issue of the balance of the Consideration Shares, remains subject to this Resolution.

7.2 Listing Rule 7.1

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

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Consideration Shares. If the Company is unable to proceed with the issue of the Consideration Shares, the Company will be in breach of its obligations under the Proposed Transaction and will not be able to acquire 100% of the issued capital in Famien.

7.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Consideration Shares will be issued or the basis on which those persons were or will be identified/selected	The Consideration Shares will be issued to the Vendors (or their nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital in the Company other than: (a) EK2 Holding Limited (an entity controlled by Mr Kondo), which stands to receive 39,682,832 Shares; (b) Perth-Canguros Pty Ltd (an entity controlled by Mr Roberts) ATF Paul and Esperanza Roberts Super Fund, which stands to receive 3,614,235 Consideration Shares; and (c) Paul Anthony Lund Roberts & Angelica Gutierrez Bejarano Esperanza, who stand to receive 3,584,731 Consideration Shares.
Number of Consideration Shares and class to be issued	The maximum number of Consideration Shares to be issued is 100,000,000 (on a post-Consolidation basis).
Terms of Securities	The Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Consideration Shares will be issued	The Company expects to issue the Consideration Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Consideration Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Consideration Shares	The Consideration Shares will be issued at a nil issue price, in consideration for the Proposed Transaction summarised at Section 6.1.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Consideration Shares is to provide initial consideration to the Vendors for the Proposed Transaction, summarised at Section 6.1.
Summary of material terms of agreement to issue	The Consideration Shares are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTION 6 – APPROVAL TO ISSUE PERFORMANCE SHARES TO THE INCENTIVISED VENDORS

8.1 General

As summarised in Section 6.3 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 23,000,000 Performance Shares to the Incentivised Vendors (or their nominees).

The Incentivised Vendors include the following entities that are controlled by Paul Roberts and Eric Konodo. Messrs Roberts and Kondo are proposed to be appointed Directors upon the completion of the Proposed Transaction.

INCENTIVISED VENDOR	NUMBER OF CLASS A PERFORMANCE SHARES	NUMBER OF CLASS B PERFORMANCE SHARES
EK2 Holding Limited (an entity controlled by Mr Kondo)	2,091,227	5,576,605
Perth-Canguros Pty Ltd (an entity controlled by Mr Roberts) ATF Paul and Esperanza Roberts Super Fund	1,045,350	2,787,600

The Company is relying on Listing Rule 10.12 exception 12 for the issues of these Performance Shares. However, the issue of these Performance Shares, along with the issue of the balance of the Performance Shares, remains subject to this Resolution.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue does not fall within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

8.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of Performance Shares. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will be able to proceed with the issue of Performance Shares, but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

8.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Performance Shares will be issued or the basis on which those persons were or will be identified/selected	The Performance Shares will be issued to the Incentivised Vendors (or its nominees). The Company confirms that no Material Persons will be issued more than 1% of the issued capital in the Company.
Number of Performance Shares and class to be issued	The maximum number of Performance Shares to be issued is 23,000,000, comprising: (a) 6,272,727 Class A Performance Shares; and (b) 16,727,273 Class B Performance Shares.
Terms of Performance Shares	A summary for the terms and conditions of the Performance Shares is set out in Schedule 1.
Date(s) on or by which the Performance Shares will be issued	The Company expects to issue the Performance Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Performance Shares	The Consideration Shares will be issued at a nil issue price, in consideration for the Proposed Transaction summarised at Section 6.1.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Consideration Shares is to provide benefit to certain Vendors who played a key role in acquisition of the tenement portfolio and offer further consideration to the Vendors for the Proposed Transaction, summarised at Section 6.1.
Summary of material terms of agreement to issue	The Performance Shares are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

9. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES

9.1 General

As summarised in Section 6.4, the Company is seeking shareholder approval to issue up to 100,000,000 Shares under the Capital Raising, excluding the issue of Shares to Roger Steinepreis and Nick Castleden in Resolutions 8 and 9, to unrelated Placement Participants.

9.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Placement Shares and no further funds will be raised and therefore, the Company will not be able to complete the Capital Raising. If the Company is unable to complete the Capital Raising, the Company will be in breach of the Conditions Precedent of the Proposed Transaction and will not be able to acquire 100% of the issued capital in Famien.

Resolution 7 is conditional on Resolutions 8 and 9 also being passed. Therefore, if Resolution 7 is not passed, the Board will not be able to proceed with the issue of the 100,000,000 Placement Shares.

9.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Shares will be issued to the unrelated Placement Participants as part of the Capital Raising on the terms and conditions set out in Section 6.4. The Company confirms that no Material Persons were issued more than 1% of the issued capital in the Company.
Number of Securities and class to be issued	The maximum number of Placement Shares to be issued is 100,000,000 (less the amount of Shares issued pursuant to Resolutions 8 and 9).

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The issue price of the Placement Shares will be $0.05 per Share. The Company will not receive any other consideration for the issue of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of Shares under the Placement is to satisfy the Conditions Precedent, and to raise capital, which the Company intends to use for exploration activities on the Permits and for working capital, as set out in Section 6.5 above.
Summary of material terms of agreement to issue	The Performance Shares are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

10. RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTIES – ROGER STEINEPREIS AND NICK CASTLEDEN

10.1 General

As summarised in Section 6.4, this Resolution seeks Shareholder approval for purposes of Listing Rule 10.11 for the issue of up to 2,400,000 Shares to Roger Steinepreis and 1,500,000 Shares to Nick Castleden respectively, (or their respective nominee(s)), to enable their participation in the Company's capital raising activities on the same terms as unrelated participants.

10.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

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

The issue of Shares to Roger Steinepreis and Nick Castleden (or their nominee(s)) constitutes giving a financial benefit. Roger Steinepreis and Nick Castleden are considered to be related parties of the Company by virtue of Non-Executive Directors.

The Directors (other than Roger Steinepreis and Nick Castleden who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Securities will be issued to Roger Steinepreis and Nick Castleden (or their nominee(s)) on the same terms as Securities issued to non-related party participants in the capital raising and as such the giving of the financial benefit is on arm's length terms.

10.3 Listing Rule 10.11

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

10.11.1 a related party;

10.11.2 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;

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

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

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

unless it obtains the approval of its shareholders.

The issue 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.

10.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 6.4. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Placement Shares and no further funds will be raised and therefore, the Company will not be able to complete the Capital Raising. If the Company is unable to complete the Capital Raising, the Company will be in breach of the Conditions Precedent of the Proposed Transaction and will not be able to acquire 100% of the issued capital in Famien.

Resolutions 8 and 9 are conditional on Resolution 7 also being passed. Therefore, if Resolutions 8 and 9 are not passed, the Board will not be able to proceed with the issue of the 100,000,000 Placement Shares.

10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The Shares will be issued to each of Mr Roger Steinepreis and Mr Nick Castleden.
Categorisation under Listing Rule 10.11	Roger Steinepreis and Nick Castleden fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being Directors. Any nominee(s) of Roger Steinepreis and Nick Castleden who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 3,900,000 Shares will be issued on the following basis: (a) 2,400,000 Shares to Mr Roger Steinepreis; and (b) 1,500,000 Shares to Mr Nick Castleden.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The issue price of the Placement Shares will be $0.05 per Share. The Company will not receive any other consideration for the issue of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of Shares under the Placement is to satisfy the Conditions Precedent, and to raise capital, which the Company intends to use for exploration activities on the Permits and for working capital, as set out in Section 6.5 above.
Summary of material terms of agreement to issue	The Shares are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

11. RESOLUTIONS 10 AND 11 – APPROVAL TO ISSUE OPTIONS TO DIRECTORS – ROGER STEINEPREIS AND NICK CASTLEDEN

11.1 General

As summarised in Section 6.7, these Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 2,500,000 New Options to Roger Steinepreis and Nick Castleden) (or their respective nominee(s)) on the terms and conditions set out below.

The New Options will be issued to Roger Steinepreis and Nick Castleden as follows:

RECIPIENT	RESOLUTION	QUANTUM
Roger Steinepreis	10	1,250,000
Nick Castleden	11	1,250,000

11.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

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

The issue of New Options to Roger Steinepreis and Nick Castleden (or their nominee(s)) constitutes giving a financial benefit. Roger Steinepreis and Nick Castleden are considered to be related parties of the Company by virtue of Non-Executive Directors.

The Directors (other than Roger Steinepreis and Nick Castleden who have a material personal interest in the Resolution) consider that Shareholder approval pursuant to

Chapter 2E of the Corporations Act is not required in respect of the issue because the agreement to issue the New Options to Roger Steinepreis and Nick Castleden is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

11.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in SectionListing Rule 10.11 above.

The issue 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.

11.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the New Options. As a consequence, the Company will need to consider other methods to remunerate Mr Steinepreis and Mr Castleden for their ongoing roles as Directors.

11.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The New Options will be issued to each of Mr Roger Steinepreis and Mr Nick Castleden
Categorisation under Listing Rule 10.11	Roger Steinepreis and Nick Castleden fall within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being Directors. Any nominee(s) of Roger Steinepreis and Nick Castleden who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	Up to 2,500,000 New Options will be issued.
Terms of Securities	The New Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The New Options will be issued at a nil issue price.
Remuneration package	The current total remuneration packages for Mr Steinepreis and Mr Castleden are set out as follows: (a) **Roger Steinepreis** - $35,000 of directors' fees. If the Options are are issued, the total remuneration package of Mr Steinepreis will increase by $87,500 to $122,500, being the value of the New Options (based on the Black Scholes methodology); and (b) **Nick Castleden** - $35,000 of directors' fees. If the New Options are issued, the total remuneration

REQUIRED INFORMATION	DETAILS
	package of Mr Castleden will increase by $87,500 to $122,500, being the value of the New Options (based on the Black Scholes methodology).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to remunerate and incentivise Mr Steinepreis and Mr Castleden.
Summary of material terms of agreement to issue	The New Options are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement	A voting prohibition statement applies to these Resolutions.

12. RESOLUTIONS 12 TO 14 – APPROVAL TO ISSUE OPTIONS

12.1 General

As summarised in Section 6.7, these Resolutions seek Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 7,500,000 New Options to Mr Paul Robers, Mr Tony Tomba and Mr Chris Swallow (or their respective nominee(s)) (on a post-Consolidation basis) on the terms and conditions set out below.

The New Options will be issued to the Related Parties as follows:

RECIPIENT	RESOLUTION	OPTIONS
Paul Roberts	12	5,000,000
Tony Tomba	13	1,750,000
Chris Swallow	14	750,000

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

12.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of New Options. As a consequence, the Company will need to consider other methods to compensate the parties in relation to the cancellation of their Famien Options, which could lead to utilising the Company's cash reserves otherwise available to be applied to advancing the Company's business and towards the Proposed Transaction. Alternatively the Famien Options may remain on foot, which may potentially complicate future management of the subsidiary

12.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The New Options will be issued to: (a) Paul Roberts; (b) Tony Tomba; and (c) Chris Swallow
Number of Securities and class to be issued	Up to 7,500,000 New Options will be issued.
Terms of Securities	The New Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the New Options within 5 Business Days of the Meeting. In any event, the Company will not issue any New Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The New Options will be issued at a nil issue price. The Company will not receive any other consideration for the issue of the New Options.
Purpose of the issue, including the intended use of any funds raised by the issue	In the case of Paul Roberts, the purpose of the issue is to remunerate and incentivise Mr Roberts. In the case of Tony Tomba and Chris Swallow, the purpose of the issue is to remunerate these parties for past corporate services provided.
Summary of material terms of agreement to issue	The New Options are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

13. RESOLUTION 15 – APPROVAL TO ISSUE OPTIONS TO FAMIEN OPTIONHOLDERS

13.1 General

As summarised in Section 6.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue 5,000,000 New Options to various Famien Optionholders (or their respective nominee(s)) (on a post-Consolidation basis) on the terms and conditions set out below.

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

13.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of New Options. As a consequence, the Company will need to consider other methods to remunerate the parties in respect of the cancellation of the Famien Options, which could lead to utilising the Company's cash reserves otherwise available to be applied to advancing the Company's business and towards the Proposed Transaction.

13.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The New Options will be issued to various Famien Optionholders. The Company confirms that no Material Persons will be issued more than 1% of the issued capital in the Company.
Number of Securities and class to be issued	Up to 5,000,000 New Options will be issued.
Terms of Securities	The New Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Company expects to issue the New Options within 5 Business Days of the Meeting. In any event, the Company will not issue any New Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The New Options will be issued at a nil issue price. The Company will not receive any other consideration for the issue of the New Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to remunerate the Famien Optionholders in respect of the cancellation of their Famien Options as part of the Proposed Transaction.
Summary of material terms of agreement to issue	The New Options are being issued pursuant to the Proposed Transaction, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTIONS 16 – APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER

14.1 General

As summarised in Sections 6.4 and 6.6, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 2,000,000 Lead Manager Options in consideration for lead manager services provided by the Lead Manager on the terms and conditions set out in below.

14.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

14.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue in the manner described above and the Company will seek to agree an alternative form of compensation for the Lead Manager.

14.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The issue will be made to the Lead Manager (or its nominees).
Number of Securities and class to be issued	Up to 2,000,000 Lead Manager Options will be issued.
Terms of Securities	The Lead Manager Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided by the Lead Manager in relation to the Capital Raising.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Securities are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 6.6.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Capital Raising has the meaning given in Section 6.4.

Chair means the chair of the Meeting.

Class A Performance Shares has the meaning given in Section 6.3.

Class B Performance Shares has the meaning given in Section 6.3.

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

(a) a spouse or child of the member;

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

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

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

(e) a company the member controls; or

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

Company means Enegex Limited (ACN 160 818 986).

Conditions Precedent has the meaning given in Section 6.1.

Consideration Shares has the meaning given in Section 6.2.

Consolidation has the meaning given in Section 5.1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Famien means Famien Resources Pty Ltd (ACN 673 315 109).

Famein Optionholders has the meaning given in Section 6.1.

Incentivised Vendors has the meaning given in Section 6.3.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 6.6.

Lead Manager means Canaccord Genuity (Australia) Limited (ACN 075 071 466).

Lead Manager Options has the meaning given in Section 6.6.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

New Options has the meaning given in Section 6.1.

New Project has the meaning given in Section 6.1.

Notice means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Participating Directors has the meaning given in Section 6.4.

Performance Share means a performance share in the capital of the Company which converts into a Share following satisfaction of a performance milestone.

Performance Shares means the Class A Performance Shares and Class B Performance Shares

Permits has the meaning given in Section 6.3.

Placement has the meaning given in Section 6.4.

Placement Participants has the meaning given in Section 6.4.

Placement Shares has the meaning given in Section 6.4.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2025.

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

Section means a section of the Explanatory Statement.

Security means a Share, Option, or Performance Share (as applicable).

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

Shareholder means a registered holder of a Share.

Tenements has the meaning given in Section 6.1.

Vendors has the meaning given in Section 6.1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PERFORMANCE SHARES

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Share is a share in the capital of the Company and confers on the holder a right to:
(a) subject to paragraph 12, subscribe for one Share upon exercise of the Performance Share;
(b) receive notices of general meetings and financial reports and accounts of the Company that are circulated to the Company's shareholders; and
(c) attend general meetings of the Company's shareholders.</td></tr>
<tr><td>2.</td><td>Consideration</td><td>The Performance Shares will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Shares into Shares.</td></tr>
<tr><td>3.</td><td>Vesting Conditions</td><td>The Performance Shares shall vest as follows:
<table>
<tr><th>CLASS</th><th>VESTING CONDITION</th><th>QUANTUM</th></tr>
<tr><td>A</td><td>Vesting on the Company's announcement of the definition of a definition of JORC resource of at least 500,000oz in gold (or gold equivalent) with an average grade exceeding 1.5g/t Au (or Au equivalent) on any of the Tenements</td><td>6,272,727</td></tr>
<tr><td>B</td><td>Vesting on the Company's announcement of the definition of a JORC 2012 compliant mineral resource estimate of at least 1,000,000oz in gold (or gold equivalent) with an average grade exceeding 1.5g/t Au (or Au equivalent) on any Permit</td><td>16,727,273</td></tr>
</table>
each, a Vesting Condition.</td></tr>
<tr><td>4.</td><td>Expiry Date</td><td>The Performance Shares, whether vested or unvested, will otherwise expire at 5:00 pm AWST as follows:
<table>
<tr><th>CLASS</th><th>EXPIRY DATE</th></tr>
<tr><td>A</td><td>Three years after the date of issue</td></tr>
<tr><td>B</td><td>Five years after the date of issue</td></tr>
</table>
(Expiry Date).
If the relevant Vesting Condition attached to the Performance Share has not been achieved by the Expiry Date, all Performance Shares in that class will automatically convert into one Share.
For the avoidance of doubt, a Performance Share will not lapse in the event the Vesting Condition is met before the Expiry Date and the Shares the subject of a conversion are deferred in accordance with paragraph 16.</td></tr>
<tr><td>5.</td><td>Notice of vesting</td><td>The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.</td></tr>
<tr><td>6.</td><td>Quotation of Performance Shares</td><td>The Performance Shares will not be quoted on ASX.</td></tr>
<tr><td>7.</td><td>Conversion</td><td>Subject to paragraph Error! Reference source not found., upon vesting, each Performance Share will, at the election of the holder, convert into one Share and the Company shall notify the holder on conversion.</td></tr>
</table>

8.	**Timing of issue of Shares on conversion**	Within five Business Days of conversion of the Performance Shares, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Shares converted; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Shares. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. The Company will issue the holder with a new holding statement for Shares as soon as practicable following the conversion of Performance Shares into Shares.
9.	**Shares issued on exercise**	Shares issued on exercise of the Performance Shares rank equally with the then issued shares of the Company.
10.	**Change of Control**	Subject to paragraph 16 upon: (a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: (i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and (ii) having been declared unconditional by the bidder; or (b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, then, to the extent Performance Shares have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Shares will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
11.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Performance Shares and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Shares without converting the Performance Shares.
12.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) no changes will be made to the Performance Shares.

13.	**Reorganisation**	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
14.	**Dividend and voting rights**	The Performance Shares do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
15.	**Transferability**	The Performance Shares are not transferable.
16.	**Deferral of conversion if resulting in a prohibited acquisition of Shares**	If the conversion of a Performance Share under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition: (a) holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
17.	**No rights to return of capital**	A Performance Share does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	**Rights on winding up**	A Performance Share does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	**ASX Listing Rule compliance**	The Board reserves the right to amend any term of the Performance Shares to ensure compliance with the ASX Listing Rules.
20.	**No other rights**	A Performance Share gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – TERMS AND CONDITIONS OF THE NEW OPTIONS

1.	**Entitlement**	Each New Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraphs 9 and 11, the amount payable upon exercise of each New Option will be \$0.07 (on a post-Consolidation basis) (**Exercise Price**).
3.	**Expiry Date**	Each New Option will expire at 5:00 pm AWST on the date that is three (3) years from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to

		comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.
11.	**Change in exercise price/Adjustment for rights issue**	A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF THE LEAD MANAGER OPTIONS

1.	**Entitlement**	Each Option entitles the holder to subscribe for one Share upon exercise of the Option. Schedule 3
2.	**Exercise Price**	Subject to paragraphs 9 and 11, the amount payable upon exercise of each Option will be $0.10 (on a post-Consolidation basis) (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00 pm AWST on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to

		comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11.	**Change in exercise price/Adjustment for rights issue**	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Enegex Limited | ABN 28 160 818 986

Proxy Voting Form

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

Your proxy voting instruction must be received by **10:00am (AWST) on Wednesday, 29 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone

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

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

https://automicgroup.com.au

PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Enegex Limited, to be held at **10:00am (AWST) on Friday, 31 October 2025 at Level 14, QV1 Building, 250 St Georges Terrace, Perth WA 6000** hereby:

Appoint the Chair of the Meeting (Chair) OR 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 10 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 - Your voting direction

	Resolutions	For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT			
2	RE-ELECTION OF A DIRECTOR – ROGER STEINEPREIS			
3	APPROVAL OF 7.1A MANDATE			
4	CONSOLIDATION OF CAPITAL			
5	APPROVAL TO ISSUE SHARES IN CONSIDERATION SHARES TO THE VENDORS			
6	APPROVAL TO ISSUE PERFORMANCE SHARES TO THE INCENTIVISED VENDORS			
7	APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES			
8	APPROVAL TO ISSUE PLACEMENT SHARES TO A RELATED PARTY – ROGER STEINEPREIS			
9	APPROVAL TO ISSUE PLACEMENT SHARES TO A RELATED PARTY – NICK CASTLEDEN			
10	APPROVAL TO ISSUE OPTIONS TO A RELATED PARTY – ROGER STEINEPREIS			
11	APPROVAL TO ISSUE OPTIONS TO A RELATED PARTY – NICK CASTLEDEN			
12	APPROVAL TO ISSUE OPTIONS – PAUL ROBERTS			
13	APPROVAL TO ISSUE OPTIONS – TONY TOMBA			
14	APPROVAL TO ISSUE OPTIONS – CHRIS SWALLOW			
15	APPROVAL TO ISSUE OPTIONS – FAMIEN OPTIONHOLDERS			
16	APPROVAL TO ISSUE OPTIONS TO THE LEAD MANAGER			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll 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).

AUTOMIC

ENX

29 September 2025

Dear Shareholder

Enegex Limited 2025 Annual General Meeting – Notice and Proxy Form

You are invited to attend the 2025 Annual General Meeting of shareholders ('**Meeting**') of Enegex Limited ('**Enegex** or the '**Company**') to be held at the offices of Steinepreis Paganin, Level 14, QV1 250 St Georges Terrace, Perth WA 6000 on 31 October 2025 at 10:00 am (WST).

In accordance with the *Corporations Act 2001* (Cth) the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**'Notice'**) unless individual shareholders have made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically and can be viewed and downloaded from:

- the Company's website at www.enegex.com; and
- the ASX market announcements page under the Company's code "ENX"

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of 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 adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas).

Voting at the Meeting or by proxy

Shareholders are encouraged to vote by lodging a proxy form which is attached.

Proxy forms can be lodged:

- Online: https://investor.automic.com.au/#/loginsah
- 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 fax: +61 2 8583 3040
- By mobile: scan the QR Code on your Proxy Form and follow the prompts.

Your proxy voting instructions for the Meeting must be received by 10:00 am (WST) on 29 October 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting received after that time will not be valid for the Meeting.

In order to be able to receive electronic communication from the Company in future, please update your details online at https://investor.automic.com.au/#/home and login with your unique shareholder identification number and postcode (or country for overseas residents) that you can locate on your enclosed personalised proxy form.

We look forward to and urge your participation at the Meeting in the manner outlined above and thank you for your continued support.
Yours faithfully

Alex Neuling
Company Secretary