Krakatoa Resources Limited

ACN 155 231 575

Notice of General Meeting

The General Meeting of the Company will be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Friday, 31 October 2025 at 10:00am WST.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Executive Chairman by telephone on +61 457 289 582.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Krakatoa Resources Limited
ACN 155 231 575
(*Company*)

Notice of General Meeting

Notice is given that a general meeting of Krakatoa Resources Ltd will be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Friday, 31 October 2025 at 10:00am (WST) (***Meeting***).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on Wednesday, 29 October 2025 at 4:00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares

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

'That the issue of:

(a) *112,186,598 Tranche 1 Placement Shares issued under Listing Rule 7.1; and*

(b) *77,813,402 Tranche 1 Placement Shares issued under Listing Rule 7.1A;*

at $0.0105 per Share is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

'That the issue of up to 100,238,095 Tranche 2 Placement Shares at $0.0105 per Share is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue New Options to Placement Participants

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

'That the issue of 145,119,048 New Options to Placement Participants (or their nominee/s) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval of Director Participation in Tranche 2 Placement

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

'That the issue of:

(a) *up to 2,000,000 Tranche 2 Placement Shares and 1,000,000 New Options to Mr Colin Locke (or his nominees);*

(b) *up to 2,000,000 Tranche 2 Placement Shares and 1,000,000 New Options to Mr David Palumbo (or his nominees); and*

(c) *up to 1,000,000 Tranche 2 Placement Shares and 500,000 New Options to Mr Timothy Hogan (or his nominees),*

is approved under and for the purposes of Listing Rule 10.11 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval to issue Lead Manager Options

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

'That the issue of 90,000,000 Lead Manager Options to the joint lead managers assisting with the Placement (or their nominees) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

(d) Resolution 1(a) and (b), by or on behalf of any person who participated in the issue of the New Shares, or any of their respective associates;

(e) Resolution 2, by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates;

(a) Resolution 3, by or on behalf of the Placement Participants (and their nominees) and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(b) Resolution 4(a), by or on behalf of Mr Colin Locke (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the New Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(c) Resolution 4(b), by or on behalf of Mr David Palumbo (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the New Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

(d) Resolution 4(c), by or on behalf of Mr Timothy Hogan (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the New Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates; and

(e) Resolution 5, by or on behalf of Ignite Equity Pty Ltd and GBA Capital Pty Ltd (or their nominees) or any of their respective associates.

The above voting exclusion does not apply to a vote cast in favour of the relevant Resolution by:

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

(b) the Chair 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 prohibitions

In accordance with section 224 of the Corporations Act, a vote on **Resolutions 4(a), 4(b) and 4(c)** must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolutions would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

(a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and

(a) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD

Colin Locke
Executive Chairman
Krakatoa Resources Ltd
Dated: 26 September 2025

Krakatoa Resources Limited
ACN 155 231 575
(*Company*)

Explanatory Memorandum

1 Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8, London House, 216 St Georges Terrace, Perth, Western Australia 6000 on Friday, 31 October 2025 at 10.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Background
Section 4	Ratification of issue of Tranche 1 Placement Shares
Section 5	Approval to issue Tranche 2 Placement Shares
Section 6	Approval to issue New Options to Placement Participants
Section 7	Approval of Director Participation in Tranche 2 Placement
Section 8	Approval to issue Lead Manager Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of New Options and Lead Manager Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2 Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

2.2 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online:	[www.investorvote.com.au]
By mail:	[Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001, Australia]
By fax:	[1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)]
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts

Your proxy voting instruction must be received by 10:00am (WST) on Wednesday, 29 October 2025 being not later than 48 hours before the commencement of the Meeting.

2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company.

3 Background

On 12 September 2025, the Company announced that it had received firm commitments to raise approximately $3.1 million (before costs) via a two-tranche placement of 295,238,095 new fully paid ordinary shares (***New Shares***) at an issue price of $0.0105 per New Share (***Placement***). Subject to Shareholder approval, Placement Participants (defined below) will also receive one free-attaching quoted option for every two New Shares subscribed for, exercisable at $0.02 and expiring on 29 September 2028 (***New Options***).

The New Shares will be listed on ASX and rank equally with existing fully paid ordinary shares. Shares issued upon exercise of New Options will also rank equally with existing fully paid ordinary shares.

The Company announced that the Placement will be a two-tranche placement as follows:

(a) **Tranche 1**: 112,186,598 New Shares pursuant to the Company's placement capacity under Listing Rule 7.1 and 77,813,402 New Shares pursuant to the Company's placement capacity under ASX Listing Rule 7.1A, which were issued on 18 September 2025 to raise a total of approximately $1.995 million (***Tranche 1 Placement Shares***); and

(b) **Tranche 2**: 105,238,095 New Shares subject to Shareholder approval, to raise a total of approximately $1.105 million (***Tranche 2 Placement Shares***).

The proceeds received from the Placement will be used for the current 7,000-10,000m maiden drilling programme at the Zopkhito Antimony-Gold Project in Georgia (***Project***).

Ignite Equity Pty Ltd and GBA Capital Pty Ltd acted as joint lead managers (***Lead Managers***) for the Placement. Subject to Shareholder approval, as part consideration for acting as lead managers the Lead Managers (or their nominees) will receive an aggregate 6% fee on funds raised under the Placement, in addition to 90,000,000 quoted options (***Lead Manager Options***). The Lead Manager Options will be on the same terms as the New Options.

The Company will seek quotation of the New Options and Lead Manager Options, subject to satisfaction of the minimum quotation requirements set out in Chapter 2 of the ASX Listing Rules.

The Company's existing Directors (together, the ***Related Party Participants***) will, subject to Shareholder approval, participate in the Placement for a total of 5,000,000 New Shares and 2,500,000 New Options as follows (***Director Participation***):

(a) 2,000,000 Tranche 2 Placement Shares ($21,000) and 1,000,000 New Options to Mr Colin Locke;

(b) 2,000,000 Tranche 2 Placement Shares ($21,000) and 1,000,000 New Options to Mr David Palumbo; and

(c) 1,000,000 Tranche 2 Placement Shares ($10,500) and 500,000 New Options to Mr Timothy Hogan.

Other than the Related Party Participants, the remaining participants in the Placement are clients of the Lead Managers, being sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom is a Material Investor of the Company (***Placement Participants***).

Following completion of the Placement, and assuming Shareholder approval is obtained for all Resolutions in this Notice, the Company's issued capital is expected to be as follows:

Security class	Number
Shares on issue pre-Placement	778,134,025
Placement	295,238,095
Total Shares	**1,073,372,120**
Existing Options	99,000,000
New Options	147,619,048
Lead Manager Options	90,000,000
Total Options	**336,619,048**
Existing performance rights	80,000,000
Total Performance Rights	**80,000,000**

4 Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

4.1 General

Details of the Placement are outlined in Section 3.

Resolution 1(a) and Resolution 1(b) seek the approval of Shareholders to ratify the issue of Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

4.2 Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A, as it has not yet been approved by Shareholders. This effectively utilises part of the 15% and 10% limits under each of Listing Rules 7.1 and 7.1A respectively, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12-month period following the issue of the Tranche 1 Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, the resolutions which form part of Resolution 1 seek Shareholder approval for the ratification of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions which form part of Resolution 1 are passed, the issue of the Tranche 1 Placement Shares will be <u>excluded</u> in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Tranche 1 Placement Shares.

In the event that Resolution 1(a) is not passed, 112,186,598 Shares will be <u>included</u> in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Tranche 1 Placement Shares.

In the event that Resolution 1(b) is not passed, 77,813,402 Shares will continue to be <u>included</u> in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, until the earlier of:

(a) 29 November 2025;

(b) the Company's next annual general meeting; or

(c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

4.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Tranche 1 Placement Shares:

(a) the Tranche 1 Placement Shares were issued to the Placement Participants;

(b) a total of 190,000,000 Tranche 1 Placement Shares were issued on 18 September 2025 as follows:

  (i) 112,186,598 Tranche 1 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and

  (ii) 77,813,402 Tranche 1 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;

(c) the Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(d) the Tranche 1 Placement Shares were issued at $0.0105 per New Share;

(e) the proceeds from the issue of the Tranche 1 Placement Shares are intended to be used towards exploration activities at the Project, as well as for costs of the Placement and general working capital;

(f) there are no additional material terms with respect to the agreements for the issue of the Tranche 1 Placement Shares; and

(g) a voting exclusion statement is included in the Notice.

4.4 Board recommendation

Each of the Resolutions which forms part of Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the Resolutions which forms part of Resolution 1.

5 Resolution 2 – Approval to issue Tranche 2 Placement Shares

5.1 General

Details of the Placement are outlined in Section 3.

Resolution 2 seeks the approval of Shareholders for the issue of the Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 4.2 above.

The proposed issue of Tranche 2 Placement Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 2 seeks the required Shareholder approval to the issue of Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares and raise approximately $1.105 million for the purposes outlined in Section 3. In addition, the issue will be <u>excluded</u> from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and may need to raise additional funds sufficient to finance the Company's activities and projects. Failure to do so could result in the Company being required to seek alternative sources of finance to fund the Project, including debt or strategic partnerships. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

5.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

(a) the Tranche 2 Placement Shares will be issued to Placement Participants (separate approval for the issue of Tranche 2 Placement Shares to the Related Party Participants is being obtained – see Section 7);

(b) a maximum of 100,238,095 Tranche 2 Placement Shares are to be issued;

(c) the Tranche 2 Placement Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;

(d) the Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), and it is intended they be issued on the same date within a fortnight of the Meeting;

(e) the Tranche 2 Placement Shares will be issued at $0.0105 per Share;

(f) the proceeds from the issue of the Tranche 2 Placement Shares are intended to be used towards exploration activities at the Project, as well as for costs of the Placement and general working capital;

(g) there are no additional material terms with respect to the agreements for the issue of the Tranche 2 Placement Shares; and

(h) a voting exclusion statement is included in the Notice.

5.4 Board recommendation

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

6 Resolution 3 – Approval to issue New Options to Placement Participants

6.1 General

The details of the Placement are outlined in Section 3.

Resolution 3 seeks Shareholder approval for the issue of the New Options to the Placement Participants (or their nominees) under and for the purposes of Listing Rule 7.1.

6.2 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 of New Options does not fall within any of these exceptions and, therefore requires Shareholder approval under Listing Rule 7.1.

To this end, Resolution 3 seeks the required Shareholder approval to the issue of under and for New Shares the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the New Options to the Placement Participants. 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 Resolution 3 is not passed, the Company will not be able to proceed with the issue of the New Options and the Placement Participants will not receive any New Options.

6.3 Specific information required pursuant to Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the New Options:

(a) the New Options will be issued to the Placement Participants, being sophisticated and professional investors who are clients of the Lead Managers, to whom a disclosure document does not need to be provided under the Corporations Act, and none of whom is a Material Investor of the Company;

(b) a maximum of 145,119,048 New Options will be issued to Placement Participants;

(c) a summary of the material terms of the New Options is included at Schedule 2;

(d) the New Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules), and it is intended they be issued on the same date within a fortnight of the Meeting;

(e) the New Options will be issued for nil consideration, as they are being issued as free attaching Options to the New Shares subscribed for and issued to the Placement Participants under the Placement. Accordingly, no funds will be raised from the issue of the New Options;

(f) the purpose of the issue of the New Options is that they are attaching Options to the New Shares subscribed for and issued to Placement Participants under the Placement; and

(g) a voting exclusion statement is included in the Notice.

6.4 Board recommendation

Resolution 3 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. Each Board member has confirmed they will be voting their own Shares in favour of Resolution 3.

7 Resolution 4 – Approval of Director Participation in Tranche 2 Placement

7.1 General

Details of the Placement are outlined in Section 3.

The Resolutions comprising Resolution 4 seek the approval of Shareholders for the issue of Tranche 2 Placement Shares and New Options to the Related Party Participants (***Director Participation***).

7.2 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:

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

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

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) 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 (Listing Rule 10.11.3);

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

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

unless it obtains the approval of its shareholders.

The proposed issues of Tranche 2 Placement Shares and New Options to the Related Party Participants (or their respective nominees) fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

The Resolutions which form part of Resolution 4 seek the required Shareholder approval to the proposed issues of Tranche 2 Placement Shares and New Options to the Related Party Participants under and for the purposes of Listing Rule 10.11.

7.3 Specific information required by Listing Rule 10.13

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the proposed Participation:

(a) the Tranche 2 Placement Shares and New Options under the Resolutions comprising Resolution 4 will be issued to the Related Party Participants (or their respective nominees);

(b) the Related Party Participants are related parties of the Company by virtue of being Directors and fall into the category stipulated by Listing Rule 10.11.1. In the event the relevant Tranche 2 Placement Shares and New Options are issued to a nominee of a Related Party Participant, that person will fall into the category stipulated by Listing Rule 10.11.4;

(c) the maximum number of Tranche 2 Placement Shares and New Options to be issued to the Related Party Participants is 5,000,000 and 2,500,000 respectively, as set out in Section 3 (extracted again as follows):

    (i) 2,000,000 Tranche 2 Placement Shares ($21,000) and 1,000,000 New Options to Mr Colin Locke;

    (ii) 2,000,000 Tranche 2 Placement Shares ($21,000) and 1,000,000 New Options to Mr David Palumbo; and

    (iii) 1,000,000 Tranche 2 Placement Shares ($10,500) and 500,000 New Options to Mr Timothy Hogan;

(d) the Tranche 2 Placement 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;

(e) the New Options will be issued on the terms and conditions set out in Schedule 2;

(f) the Tranche 2 Placement Shares and New Options under the Resolutions comprising Resolution 4 will be issued to the Related Party Participants (or their respective nominees) no 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);

(g) the issue price for the Tranche 2 Placement Shares under the Resolutions comprising Resolution 4 will be $0.0105 per Share, being the same issue price as all other Shares issued under the Placement. The New Options are free-attaching to the Tranche 2 Placement Shares and as such have a nil issue price;

(h) the funds raised will be used for the same purposes as all other funds raised under the Placement (as set out in Section 3);

(i) participation in the Placement by the Related Party Participants is not intended to remunerate or incentivise the Related Party Participants;

(j) there are no additional material terms with respect to the agreements for the proposed issue of the Tranche 2 Placement Shares; and

(k) a voting exclusion statement is included in the Notice.

7.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and

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

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

The Participation will result in the issue of Shares which constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors, other than:

(a) Mr Colin Locke, in respect of Resolution 4(a);

(b) Mr David Palumbo, in respect of Resolution 4(b); and

(c) Mr Timothy Hogan, in respect of Resolution 4(c),

(who have a material personal interest) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Tranche 2 Placement Shares and New Options will be issued to Related Party Participants on the same terms as Tranche 2 Placement Shares and New Options issued to non-related Placement Participants and as such the giving of the financial benefit is on arm's length terms.

7.5 Board recommendation

Each of the Resolutions which forms part of Resolution 4 is an ordinary resolution.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 4(a), (b) and (c) due to their material personal interests in the outcome of the Resolutions.

8 Resolution 5 – Approval to issue Lead Manager Options

8.1 General

Details of the Placement and Lead Manager Options are outlined in Section 3.

Resolution 5 seeks Shareholder approval for the issue of the Lead Manager Options to the Lead Managers (or their nominees) under and for the purposes of Listing Rule 7.1.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 4.1 above.

The proposed issue of Lead Manager Options does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, Resolution 5 seeks the required Shareholder approval to the issue of Lead Manager Options under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the issue of Lead Manager Options can proceed without using up any of the Company's 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and will need to renegotiate payment terms with the Lead Managers, which will likely include the Company paying cash and therefore using its cash reserves.

8.3 Specific information required by Listing Rule 7.3

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Lead Manager Options:

(a) a maximum of 90,000,000 Lead Manager Options will be issued to the Lead Managers (or their nominees), none of whom is a related party of the Company;

(b) the Lead Manager Options will be exercisable at $0.02 each and expire on 29 September 2028 and will otherwise be issued on the terms and conditions set out in Schedule 2;

(c) the Lead Manager Options are intended to be issued on the same date, no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);

(d) the Lead Manager Options will be issued for nil cash consideration, as part consideration for broking services provided in connection with the Placement. Accordingly, no funds will be raised from the issue;

(e) a summary of the arrangements with the Lead Managers is set out in Section 3; and

(f) a voting exclusion statement is included in the Notice.

8.4 Board recommendation

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

$ or A$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act.
Company	means Krakatoa Resources Limited (ACN 155 231 575).
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means a director of the Company.
Director Participation	has the meaning given in Section 7.1.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
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	means each of Ignite Equity Pty Ltd and GBA Capital Pty Ltd (together, ***Lead Managers***).
Lead Manager Options	has the meaning given in Section 3.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: • a related party; • Key Management Personnel; • a substantial Shareholder; • an advisor; or • an associate of the above,

	who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.
Meeting	has the meaning given in the introductory paragraph of the Notice.
New Option	has the meaning given in Section 3.
New Shares	has the meaning given in Section 3.
Notice	means this notice of general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 3.
Placement Participants	has the meaning given in Section 3.
Project	has the meaning given in Section 3.
Proxy Form	means the proxy form attached to the Notice.
Related Party Participants	has the meaning given in Section 3.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tranche 1 Placement Shares	has the meaning given in Section 3.
Tranche 2 Placement Shares	has the meaning given in Section 3.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – Terms and Conditions of New Options and Lead Manager Options

The terms of the New Options and Lead Manager Options (below defined as 'Options') are as follows:

1 (**Entitlement**): Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2 (**Issue Price**): No issue price is payable for the Options.

3 (**Exercise Price**): The Options have an exercise price of $0.02 per Option (***Exercise Price***).

4 (**Expiry Date**): The Options expire at 5.00 pm (AEDT) on 29 September 2028 (***Expiry Date***). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

5 (**Exercise Period**): The Options are exercisable at any time up to the Expiry Date.

6 (**Quotation of the Options**): The Company will apply for quotation of the Options on ASX.

7 (**Transferability of the Options**): The Options are freely transferable, subject to compliance with the Corporations Act.

8 (**Notice of Exercise**): The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (***Notice of Exercise***) 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (***Exercise Date***).

9 (**Timing of issue of Shares on exercise**): Within 5 Business Days after the later of the following:

(a) the Exercise Date; and

(b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

the Company will:

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

(d) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

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

10 (**Restrictions on transfer of Shares**): If the Company is required but unable to give ASX a notice under paragraph 9(d), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

11 (**Shares issued on exercise**): Shares issued on exercise of the Options will rank equally with the then Shares of the Company.

12 (**Quotation of Shares on exercise**): Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.

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

14 (**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.

15 (**Adjustment for bonus issues of Shares**): If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

KRAKATOA
RESOURCES LTD.
ABN 39 155 231 575

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) on Wednesday, 29 October 2025.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is

Control Number: 188147

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

By Mail:

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

By Fax:

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Krakatoa Resources Limited hereby appoint

☐ **the Chair of the Meeting** **OR** ____________________

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Krakatoa Resources Limited to be held at Level 8, London House, 216 St Georges Terrace, Perth, WA 6000 on Friday, 31 October 2025 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

		For	Against	Abstain
1(a)	Ratification of prior issue of Tranche 1 Placement Shares issued under Listing Rule 7.1	☐	☐	☐
1(b)	Ratification of prior issue of Tranche 1 Placement Shares issued under Listing Rule 7.1A	☐	☐	☐
2	Approval to issue Tranche 2 Placement Shares	☐	☐	☐
3	Approval to issue New Options to Placement Participants	☐	☐	☐
4(a)	Approval of up to 2,000,000 Tranche 2 Placement Shares and 1,000,000 New Options to Mr Colin Locke (or his nominees)	☐	☐	☐
4(b)	Approval of up to 2,000,000 Tranche 2 Placement Shares and 1,000,000 New Options to Mr David Palumbo (or his nominees)	☐	☐	☐
4(c)	Approval of up to 1,000,000 Tranche 2 Placement Shares and 500,000 New Options to Mr Timothy Hogan (or his nominees)	☐	☐	☐
5	Approval to issue Lead Manager Options	☐	☐	☐

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

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

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

Mobile Number	Email Address