

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

In accordance with the ASX Listing Rules, attached are the following documents relating to a General Meeting of Verity Resources Limited (**ASX: VRL, FSE: 48B0**) (**Verity or the Company**) to be held in person at 9.00am (AEDT) on Friday, 7 November 2025:

- Notice of General Meeting;
- Voting Form; and
- Notice and Access Letter

The Notice of Meeting and other information in relation to the General Meeting is available at www.verityresources.com.au

-Ends-

This announcement has been authorised for release by the Board of Verity Resources Limited.

For further information, please contact:

Verity Resources Limited
info@verityresources.com.au

About Verity Resources

Verity Resources owns 100% of the Monument Gold project located near Laverton in Western Australia. This project currently has a JORC-compliant (2012) Inferred resource of 3.257 Mt @ 1.4 g/t for 154,000 ounces Au. (inferred resources calculated by CSA Global in 2021 to JORC 2012 compliance using a 0.5 g/t cut-off grade; see 2 August 2021 ASX announcement "Mineral Resources Estimate declared for Monument Gold Project "for further information).

Verity Resources also holds a supply critical metals portfolio via a joint venture that includes rare earth elements, lithium, gold, base and precious metals in Brazil, including licences in the "Lithium Valley" and Poços de Caldas in the state of Minas Gerais, globally known as prolific lithium and rare earth elements districts respectively. The Company also owns 70% of the Pimenta Project, a potential large-scale REE project in eastern Minas Gerais.

Verity Resources also holds large base and precious metals projects in the Limpopo Mobile Belt in Botswana, a district known for hosting major nickel and copper-producing operations. The Company's Botswana portfolio contains three flagship projects where high-grade Cu-Ag (Airstrip and Dibete) and a Maiden JORC Inferred Resource (Maibele North) have been discovered. Maibele North currently hosts a JORC (2012) inferred resource of 2.4Mt @ 0.72% Ni and 0.21% Cu + PGE's + Co + Au and is located within 50km of the Selebi-Phikwe mine recently acquired by NASDAQ-listed NexMetals Mining Corp. (NASDAQ:NEXML).

VERITY RESOURCES LIMITED
ACN 122 995 073
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (AEDT)
DATE: Friday, 7 November 2025
PLACE: Kew Executive Suites
832 High Street
Kew East VIC 3102

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 5:00pm (AEDT) on 5 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 41,984,320 Shares that were issued to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 27,989,547 Shares that were issued to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PLACEMENT PARTICIPANTS

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 44,609,466 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS

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 38,194,445 free attaching Placement Options to Unrelated Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Lead Manager Options to Evolution Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – PATRICK VOLPE

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

"That, for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,333,333 Shares together with 2,777,778 free attaching Placement Options to Mr Patrick Volpe (or his nominees) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – PAUL DICKSON

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

"That, for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,083,333 Shares together with 694,444 free attaching Placement Options to Mr Paul Dickson (or his nominees) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES UNDER INCENTIVE PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 17,493,467 Securities under the employee incentive scheme titled Employee Securities Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO RELATED PARTY – PATRICK VOLPE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Incentive Options to Mr Patrick Volpe (or his nominees) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO RELATED PARTY – ELVIS MOSWEU

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Incentive Options to Mr Elvis Mosweu (or his nominees) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE INCENTIVE OPTIONS TO RELATED PARTY – PAUL DICKSON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Incentive Options to Mr Paul Dickson (or his nominees) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – ISSUE OF INCENTIVE OPTIONS TO RELATED PARTY – CAP HOLDINGS PTY LTD AS TRUSTEE FOR THE CAP TRUST

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Incentive Options to CAP Holdings Pty Ltd as Trustee for the CAP Trust on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – PAUL DICKSON

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Shares to Mr Paul Dickson (or his nominees) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – AMENDMENT TO CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to amend its Constitution to increase the issue cap applicable to employee incentive scheme offers involving monetary consideration from 5% to 10% of the Company's issued share capital."

Dated: 6 October 2025

Voting Prohibition Statements

Resolution 8 – Approval to issue Securities Under Incentive Plan	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 9 – Approval to issue Incentive Options to Related Party – Patrick Volpe	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or 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 (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (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. Provided the Chair is not a Resolution 9 Excluded Party, 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 10 – Approval to issue Incentive Options to Related Party – Elvis Mosweu	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or 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 (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (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. Provided the Chair is not a Resolution 10 Excluded Party, 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 Incentive Options to Related Party – Paul Dickson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or 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 (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (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. Provided the Chair is not a Resolution 11 Excluded Party, 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 12 – Issue of Incentive Options to Related Party – CAP Holdings Pty Ltd as Trustee for the CAP Trust	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 13 – Approval to issue Shares to Related Party – Paul Dickson	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 1 – Ratification of prior Issue of Tranche 1 Placement Shares	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of prior Issue of Tranche 1 Placement Shares	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to issue Tranche 2 Placement Shares to Unrelated Placement Participants	Unrelated Placement Participants 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 4 – Approval to issue Placement Options to Unrelated Placement Participants	Unrelated Placement Participants 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 5 – Approval to issue Lead Manager Options	Evolution Capital Pty Ltd 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 of Director Participation in the Placement – Patrick Volpe	Patrick Volpe (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 7 – Approval of Director Participation in the Placement – Paul Dickson	Paul Dickson (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 8 – Approval to issue Securities Under Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 9 – Approval to issue Incentive Options to Related Party – Patrick Volpe	Patrick Volpe (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 Incentive Options to Related Party – Elvis Mosweu	Elvis Mosweu (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 Incentive Options to Related Party – Paul Dickson	Paul Dickson (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 – Issue of Incentive Options to Related Party – CAP Holdings Pty Ltd as Trustee for the CAP Trust	CAP Holdings Pty Ltd as Trustee for the CAP Trust or (or its 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 13 – Approval to issue Shares to Related Party – Paul Dickson	Paul Dickson (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.

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 the Proxy Form 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 3 9249 9589.

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. BACKGROUND TO RESOLUTIONS 1 TO 7

1.1 Placement

As announced on 4 September 2025, the Company has received firm commitments from new and existing unrelated institutional and sophisticated investors (**Unrelated Placement Participants**) and Directors to raise approximately \$3 million (before costs), through a two-tranche placement of 125,000,000 Shares at an issue price of \$0.024 per Share, together with one (1) free attaching unlisted Option issued for every three (3) Shares subscribed for and issued (**Placement Options**)(**Placement**).

The Placement Options will be issued subject to Shareholder approval on the terms and conditions set out in Schedule 1.

(a) Tranche 1

On 11 September 2025, the Company issued 69,973,867 Shares at an issue price of \$0.024 per Share under tranche one of the Placement (**Tranche 1**) to the Unrelated Placement Participants, comprising:

- (i) 41,984,320 Shares issued under the Company's Listing Rule 7.1 placement capacity (being the subject of Resolution 1); and
- (ii) 27,989,547 Shares issued under the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 2).

Resolutions 1 and 2 of this Notice seek Shareholder approval for the ratification of an aggregate of 69,973,867 Shares issued under Tranche 1 of the Placement.

(b) Tranche 2

The Company is proposing to issue the remaining 44,609,466 Shares and all of the 38,194,445 Placement Options to the Unrelated Placement Participants (or their nominees) under tranche two of the Placement, subject to Shareholder approval of Resolution 3 and Resolution 4, respectively (**Tranche 2**).

The Company is also seeking Shareholder approval for purposes of Listing Rule 10.11 for the issue of an aggregate of 10,416,667 Shares and 3,472,222 Placement Options to the Directors (or their nominees), to enable Messers Volpe and Dickson's participation in the Tranche 2 of the Placement on the same terms as the Unrelated Placement Participants.

(c) Lead Manager

The Company has engaged Evolution Capital Pty Ltd (ACN 652 397 263) (**Evolution** or **Lead Manager**) as sole lead manager to the Placement pursuant to a lead manager mandate dated 26 August 2025 (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Company agree to pay/issue Evolution:

- (i) a cash fee of \$180,000 (plus GST) (being, 6% of the amount raised under the Placement); and
- (ii) 7,500,000 unlisted Options on the terms and conditions set out in Schedule 2, (subject to Shareholder approval being obtained at this Meeting under Resolution 5) (**Lead Manager Options**).

1.2 Use of funds

Funds raised will be applied towards phase two drilling at Korong (139koz), Waihi (15koz) and priority "resource drill ready" targets, metallurgical studies to inform MRE upgrade, assessment of value-accretive opportunities and working capital and Placement costs.

For further information in respect of the Placement, refer to the Company's ASX announcement dated 4 September 2025.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 69,973,867 Shares under Tranche 1 of the Placement.

As set out in Section 1.1, 41,984,320 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 27,989,547 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12-month 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 Company obtained this approval at its annual general meeting held on 22 November 2024.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the date of the issue.

2.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

If these Resolutions are not passed, the issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Unrelated Placement Participants who were identified through a bookbuild process, which involved Evolution seeking expressions of interest from the Unrelated Placement Participants to participate in the Placement. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
Number and class of Securities issued	An aggregate of 69,973,867 Shares was issued on the following basis: (a) 41,984,320 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 27,989,547 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	The Shares were 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 were issued	11 September 2025.
Price or other consideration the Company received for the Securities	\$0.024 per Share issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds raised under the Placement.
Summary of material terms of agreement to issue	The Shares issued under Tranche 1 of the Placement were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES TO UNRELATED PLACEMENT PARTICIPANTS

3.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 44,609,466 Shares to Unrelated Placement Participants (or their nominees) pursuant to Tranche 2 of the Placement.

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

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.

3.3 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. Consequently, the Company will not be able to complete Tranche 2 of the Placement in its entirety and raise the full \$3 million (before costs).

3.4 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 Unrelated Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Evolution seeking expressions of interest from Unrelated Placement Participants to participate in Tranche 2 of the Placement. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	44,609,466 Shares will be issued under Tranche 2 of the Placement.
Terms of Securities	The Tranche 2 Placement 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 under Tranche 2 of the Placement within 5 Business Days of the Meeting. In any event, the Company will not issue any 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	\$0.024 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds raised under the Placement.
Summary of material terms of agreement to issue	The Shares under Tranche 2 of the Placement are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS

4.1 General

As set out in Section 1.1, the Company is proposing to issue 38,194,445 Placement Options, being one (1) free attaching Option to be issued for every three (3) Shares subscribed for and issued to Unrelated Placement Participants under the Placement.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

As summarised in Section 2.2 above, 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 the Placement Options 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.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Placement Options. 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 Options.

4.3 Technical information required by Listing Rule 7.1

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 Unrelated Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Evolution seeking expressions of interest from Unrelated Placement Participants to participate in the Placement. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 38,194,445 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement 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 Placement Options will be issued at a nil issue price, as free-attaching options issued in connection with the participation of Unrelated Placement Participants in the Placement. Each Placement Option is exercisable at \$0.048 per Placement Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Placement Options is to satisfy the Company's obligations under the Placement.
Summary of material terms of agreement to issue	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

5.1 General

As noted above in Section 1.1, the Company has engaged Evolution Capital Pty Ltd (Evolution) as sole lead manager to the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 7,500,000 Lead Manager Options to Evolution (or its nominees). The Lead Manager Options will be exercisable at \$0.036 each three (3) years from the date of issue and otherwise on the terms and conditions set out in Schedule 2.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

As summarised in Section 2.2 above, 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 the Lead Manager Options 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.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options 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 Lead Manager Options. Consequently, the Company will not be able to satisfy its obligations under the Lead Manager Mandate and may be required to renegotiate the terms of the Lead Manager Mandate.

5.3 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	Evolution (or its nominees).
Number of Securities and class to be issued	7,500,000 Lead Manager Options.
Terms of Securities	The Lead Manager 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 Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager 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 Lead Manager Options will be issued at a nil issue price, in consideration for services provided by Evolution.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Lead Manager Options to Evolution (or its nominees) is to satisfy the Company's contractual obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.1.

6. RESOLUTIONS 6 AND 7 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT

6.1 General

As set out in Section 1.1, current Directors, Patrick Volpe and Paul Dickson (together, the **Related Party Participants**), wish to participate in the Placement for an aggregate of

\$250,000 under the Placement on the same terms as the Unrelated Placement Participants (**Participation**).

Accordingly, Resolutions 6 and 7 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 10,416,667 Shares and 3,472,222 Placement Options to the Related Party Participants (or their nominees), comprising:

- (a) 8,333,333 Shares and 2,777,778 Placement Options to Mr Patrick Volpe (or his nominees) (the subject of Resolution 6); and
- (b) 2,083,333 Shares and 694,444 Placement Options to Mr Paul Dickson (or his nominees) (the subject of Resolution 7),

on the terms set out below.

The Shares and Placement Options are together referred to as the **Participation Securities**.

6.2 Director Recommendation

Mr Elvis Mosweu recommends that Shareholders vote in favour of these Resolutions to enable the Related Party Participants to participate in the Placement on the same terms as Unrelated Placement Participants.

Each Director (other than Mr Mosweu) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Mr Mosweu) (or his nominee(s)) are to be issued Participation Securities should these Resolutions be passed. For this reason, the Directors (other than Mr Mosweu) do not believe that it is appropriate to make a recommendation on these Resolutions.

6.3 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 constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being Directors.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act may not be required in respect of Resolutions 6 and 7 as the Participation Securities will be issued to the Related Party Participants on the same terms as securities offered to Unrelated Placement Participants and as such, the giving of the financial benefit is on arm's length terms.

However, as the Participation Securities are proposed to be issued to all of the Directors other than Mr Mosweu, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, in line with best practice corporate governance, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

6.4 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.

6.5 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). 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 and the Company will not be able to raise the full amount under the Placement.

6.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued and categorisation under Listing Rule 10.11	The Participation Securities will be issued to the Related Party Participants (or their nominees) as set out in Section 6.1 above, who each fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Participation Securities to be issued to the Related Party Participants is 10,416,667 Shares and 3,472,222 Placement Options, comprising: (a) 8,333,333 Shares and 2,777,778 Placement Options to Mr Patrick Volpe (or his nominees) (the subject of Resolution 6); and (b) 2,083,333 Shares and 694,444 Placement Options to Mr Paul Dickson (or his nominees) (the subject of Resolution 7).
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. The terms and conditions of the Placement Options are set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Participation Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Participation 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 Shares will have an issue price of \$0.024, and the issue price of the Placement Options will be nil, being the same issue price as the Shares and Placement Options issued to

REQUIRED INFORMATION	DETAILS																																
the Securities	the Unrelated Placement Participants pursuant to the Placement. The Company will not receive any other consideration for the issue of the Participation Securities (other than in respect of funds received on exercise of the Placement Options).																																
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Placement is to is to raise capital, which the Company intends to use in the manner set out in Section 1.2.																																
Consideration of type and quantum of Security to be issued	The quantum of Participation Securities to be offered under the Placement, the ratio of Shares and Options, the terms of the Options and the pricing of the Shares was determined in conjunction with Evolution. The Related Party Participants are seeking to participate in the Placement on the same terms as the institutional, professional and sophisticated investors who took part in the capital raising. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Participation Securities on the terms proposed.																																
Valuation	The value of the Placement Options and the pricing methodology is set out in Schedule 3.																																
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS²</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Patrick Volpe</td><td>55,291,666</td><td>24,414,665</td><td>15.8%</td><td>17.17%</td></tr><tr><td>Elvis Mosweu</td><td>Nil</td><td>Nil</td><td></td><td>Nil</td></tr><tr><td>Paul Dickson</td><td>2,250,000</td><td>750,000</td><td>0.64%</td><td>0.65%</td></tr></table> Post issue <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th></tr><tr><td>Patrick Volpe</td><td>63,624,999</td><td>27,192,443</td></tr><tr><td>Elvis Mosweu</td><td>Nil</td><td>Nil</td></tr><tr><td>Paul Dickson</td><td>4,333,333</td><td>1,444,444</td></tr></table> Notes: - Fully paid ordinary shares in the capital of the Company (ASX: VLR). - Unlisted options exercisable at \$0.022 expiring 19 March 2028.	RECIPIENT	SHARES ¹	OPTIONS ²	UNDILUTED	FULLY DILUTED	Patrick Volpe	55,291,666	24,414,665	15.8%	17.17%	Elvis Mosweu	Nil	Nil		Nil	Paul Dickson	2,250,000	750,000	0.64%	0.65%	RECIPIENT	SHARES ¹	OPTIONS	Patrick Volpe	63,624,999	27,192,443	Elvis Mosweu	Nil	Nil	Paul Dickson	4,333,333	1,444,444
RECIPIENT	SHARES ¹	OPTIONS ²	UNDILUTED	FULLY DILUTED																													
Patrick Volpe	55,291,666	24,414,665	15.8%	17.17%																													
Elvis Mosweu	Nil	Nil		Nil																													
Paul Dickson	2,250,000	750,000	0.64%	0.65%																													
RECIPIENT	SHARES ¹	OPTIONS																															
Patrick Volpe	63,624,999	27,192,443																															
Elvis Mosweu	Nil	Nil																															
Paul Dickson	4,333,333	1,444,444																															
Dilution	If the Placement Options issued under these Resolutions are exercised, a total of 3,472,222 Shares would be issued. An aggregate of 10,416,667 Shares are proposed to be issued under these Resolutions. This will increase the number of Shares on issue from 349,869,335 (being the total number of Shares on issue as at the date of this Notice) to 363,758,224 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.81%, comprising 3.05% by Mr Volpe, and 0.76% by Mr																																

REQUIRED INFORMATION	DETAILS												
	Dickson												
Market price	The market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.												
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.034</td><td>4 June 2025</td></tr><tr><td>Lowest</td><td>\$0.009</td><td>15 April 2025</td></tr><tr><td>Last</td><td>\$0.022</td><td>2 October 2025</td></tr></table>		PRICE	DATE	Highest	\$0.034	4 June 2025	Lowest	\$0.009	15 April 2025	Last	\$0.022	2 October 2025
	PRICE	DATE											
Highest	\$0.034	4 June 2025											
Lowest	\$0.009	15 April 2025											
Last	\$0.022	2 October 2025											
Summary of material terms of agreement to issue	The Participation Securities are not being issued under an agreement.												
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statement	A voting exclusion statement applies to this Resolution.												

7. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

7.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 17,493,467 Securities under the employee incentive scheme titled “Employee Securities Incentive Plan” (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of Securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

7.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 7.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Securities under the Plan to eligible participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Securities

7.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 4.
Number of Securities previously issued under the Plan	The Company has issued 40,000,000 Securities under the Plan since the Plan was last approved by Shareholders on 18 November 2022, however, these have subsequently been cancelled.
Maximum number of Securities proposed to be issued under the Plan	The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 17,493,467 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately. The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

8. RESOLUTIONS 9 TO 11 – ISSUE OF INCENTIVE OPTIONS TO DIRECTORS

8.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 12,000,000 Options to Mr Patrick Volpe, Mr Elvis Mosweu and Mr Paul Dickson (or their nominee(s)) (**Related Parties**) on the terms and conditions set out below (**Incentive Options**).

Further details in respect of the Incentive Options proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
5,000,000	Patrick Volpe	9	The Company achieving a 10-day volume-weighted average share price (VWAP) of \$0.036 per Share (calculated over 10 consecutive trading days on which the	Nil	Three (3) years from the date of issue.

QUANTUM	RECIPIENT	RESOLUTION	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
			Company's Shares actually traded).		
2,000,000	Elvis Mosweu	10	The Company achieving a 10-day volume-weighted average share price (VWAP) of \$0.036 per Share (calculated over 10 consecutive trading days on which the Company's Shares actually traded).	Nil	Three (3) years from the date of issue.
5,000,000	Paul Dickson	11	The Company achieving a 10-day volume-weighted average share price (VWAP) of \$0.036 per Share (calculated over 10 consecutive trading days on which the Company's Shares actually traded).	Nil	Three (3) years from the date of issue.

8.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.3 above.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As the Incentive Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

8.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.4 above.

8.5 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). 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.

Resolutions 9 to 11 are independent of one another. If one or more of the Resolutions is not carried, and one or more of the other Resolutions are passed, then the Board may still proceed with the issue of the Incentive Options to the Related Parties in respect of which the issue of Incentive Options has been approved.

8.6 Technical information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Incentive Options are set out in Section 8.1.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Incentive Options to be issued (being the nature of the financial benefit proposed to be given) is 12,000,000 which will be allocated as set out in the table included at Section 8.1. above.
Terms of Securities	The Incentive Options will be issued on the terms and conditions set out in Schedule 5.
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 as permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Incentive Options will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward their performance as Directors and to provide cost effective remuneration, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors.
Consideration of type of Security to be issued	The Company has agreed to issue the Incentive Options for the following reasons: - the issue of Incentive Options has no immediate dilutionary impact on Shareholders; - the issue to the Related Parties will align the interests of the recipient with those of Shareholders; - the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were

REQUIRED INFORMATION	DETAILS												
	given to the Related Parties; - the deferred taxation benefit which is available to the recipient in respect of an issue of Incentive Options is also beneficial to the Company as it means the recipient is not required to immediately sell the Incentive Options to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and - it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options on the terms proposed.												
Consideration of quantum of Securities to be issued	The number of Securities to be issued has been determined based upon a consideration of: - current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; - the remuneration of the proposed recipients; and - incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.												
Remuneration package	The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 2025</th></tr><tr><td>Patrick Volpe</td><td>\$262,207¹</td><td>\$88,000</td></tr><tr><td>Elvis Mosweu</td><td>\$106,693²</td><td>\$56,095</td></tr><tr><td>Paul Dickson</td><td>\$171,683³</td><td>\$15,394</td></tr></table> Notes: - Comprising Directors' fees of \$48,000 (excluding GST), Company Secretary and Financial Controller fees of \$96,000 (excluding GST) and share-based payments of \$118,207, being the value of the Securities. - Comprising salary of BWP540,000 (converted to AUD), and share-based payments of \$47,282, being the value of the Securities - Comprising Directors' salary of \$48,000, a superannuation payment of \$5,760 and share-based payments of \$118,207, being the value of the Securities	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 2026	PREVIOUS FINANCIAL YEAR ENDED 2025	Patrick Volpe	\$262,207 ¹	\$88,000	Elvis Mosweu	\$106,693 ²	\$56,095	Paul Dickson	\$171,683 ³	\$15,394
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 2026	PREVIOUS FINANCIAL YEAR ENDED 2025											
Patrick Volpe	\$262,207 ¹	\$88,000											
Elvis Mosweu	\$106,693 ²	\$56,095											
Paul Dickson	\$171,683 ³	\$15,394											
Valuation	The value of the Incentive Options and the pricing methodology is set out in Schedule 6.												
Interest in Securities	The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue												

REQUIRED INFORMATION	DETAILS																																
	are set out below: As at the date of this Notice <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Patrick Volpe</td><td>55,291,666</td><td>24,414,665</td><td>15.8%</td><td>17.17%</td></tr><tr><td>Elvis Mosweu</td><td>Nil</td><td>Nil</td><td></td><td>Nil</td></tr><tr><td>Paul Dickson</td><td>2,250,000</td><td>750,000</td><td>0.64%</td><td>0.65%</td></tr></table> Post issue <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th></tr><tr><td>Patrick Volpe</td><td>55,291,666</td><td>29,414,665</td></tr><tr><td>Elvis Mosweu</td><td>Nil</td><td>2,000,000</td></tr><tr><td>Paul Dickson</td><td>2,250,000</td><td>5,750,000</td></tr></table> 1. Fully paid ordinary shares in the capital of the Company (ASX: VLR).	RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED	Patrick Volpe	55,291,666	24,414,665	15.8%	17.17%	Elvis Mosweu	Nil	Nil		Nil	Paul Dickson	2,250,000	750,000	0.64%	0.65%	RECIPIENT	SHARES ¹	OPTIONS	Patrick Volpe	55,291,666	29,414,665	Elvis Mosweu	Nil	2,000,000	Paul Dickson	2,250,000	5,750,000
RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED																													
Patrick Volpe	55,291,666	24,414,665	15.8%	17.17%																													
Elvis Mosweu	Nil	Nil		Nil																													
Paul Dickson	2,250,000	750,000	0.64%	0.65%																													
RECIPIENT	SHARES ¹	OPTIONS																															
Patrick Volpe	55,291,666	29,414,665																															
Elvis Mosweu	Nil	2,000,000																															
Paul Dickson	2,250,000	5,750,000																															
Dilution	If the Incentive Options issued under these Resolutions are exercised, a total of 12,000,000 Shares would be issued. This will increase the number of Shares on issue from 349,869,335 (being the total number of Shares on issue as at the date of this Notice) to 361,869,335 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.32%, comprising 1.38% by Patrick Volpe, 0.55% by Elvis Mosweu and 1.38% by Paul Dickson.																																
Market price	The market price for Shares during the term of the Incentive Options would normally determine whether or not the Incentive Options are exercised. If, at any time any of the Incentive Options are exercised and the Shares are trading on ASX at a price that is higher than the vesting price of the Incentive Options (as set out in Section 8.1 above), there may be a perceived cost to the Company. The Board resolved to issue the Incentive Options, subject to Shareholder approval, on the terms and conditions set out in this Notice at a time when the Shares were trading on ASX at \$0.023, being a price lower than the vesting price of the Incentive Options, but Shareholder approval has not been able to be obtained until this Meeting.																																
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.034</td><td>4 June 2025</td></tr><tr><td>Lowest</td><td>\$0.009</td><td>15 April 2025</td></tr><tr><td>Last</td><td>\$0.022</td><td>2 October 2025</td></tr></table>		PRICE	DATE	Highest	\$0.034	4 June 2025	Lowest	\$0.009	15 April 2025	Last	\$0.022	2 October 2025																				
	PRICE	DATE																															
Highest	\$0.034	4 June 2025																															
Lowest	\$0.009	15 April 2025																															
Last	\$0.022	2 October 2025																															
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.																																
Voting exclusion	Voting exclusion statements apply to these Resolutions.																																

REQUIRED INFORMATION	DETAILS
statements	
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

9. RESOLUTION 12 – ISSUE OF INCENTIVE OPTIONS TO RELATED PARTY – CAP HOLDINGS PTY LTD AS TRUSTEE FOR THE CAP TRUST

9.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 5,000,000 Incentive Options to CAP Holdings Pty Ltd (ACN 139 779 203) as trustee for the CAP Trust (**CAP Trust**) (or its nominees) for corporate consulting services on the terms and conditions set out below.

Further details in respect of the Incentive Options proposed to be issued are set out in the table below.

QUANTUM	RECIPIENT	VESTING CONDITION	EXERCISE PRICE	EXPIRY DATE
5,000,000	CAP Trust	The Company achieving a 10-day volume-weighted average share price (VWAP) of \$0.036 per Share (calculated over 10 consecutive trading days on which the Company's Shares actually traded).	Nil	Three (3) years from issue date.

9.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.3 above.

The issue of the Incentive Options constitutes giving a financial benefit and CAP Trust is a related party of the Company by virtue of being controlled by Mr Patrick John Volpe, the father of Director, Mr Patrick Volpe.

The Directors (other than Mr Patrick Volpe who has 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 of the Incentive Options because the agreement to issue the Incentive Options, reached as part of the remuneration package for CAP Trust, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.4 above.

The issue of the Incentive Options 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.

9.4 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 and the Company may pay an equivalent amount in cash.

9.5 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	CAP Trust (or its nominees).
Categorisation under Listing Rule 10.11	CAP Trust falls within the category set out in Listing Rule 10.11.1 as it is a related party of the Company by virtue of being controlled by Mr Patrick John Volpe, the father of Director, Mr Patrick Volpe. Any nominee(s) of CAP Trust who receive Incentive Options may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	5,000,000 Incentive Options will be issued.
Terms of Securities	The Incentive Options will be issued on the terms and conditions set out in Schedule 5.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Incentive Options 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 Incentive Options will be issued at a nil issue price.
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 a consulting services agreement with Cap Trust.
Remuneration package	The current total remuneration package for Mr Patrick Volpe is \$144,000, comprising of directors' fees of \$48,000 excluding GST and Company Secretary and Financial Controller fees of \$96,000 excluding GST. If the Incentive Options are issued, the total remuneration package of Mr Volpe will remain unchanged.
Summary of material terms of agreement to issue	The Incentive Options are being issued under the consulting services agreement, a summary of the material terms of which is set out in Section 9.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement.	A voting prohibition statement applies to this Resolution.

10. RESOLUTION 13 – APPROVAL TO ISSUE SHARES TO RELATED PARTY – PAUL DICKSON

10.1 General

As announced on 18 March 2025, Mr Paul Dickson was appointed as an independent Director of the Company on 18 March 2025.

In consideration for Mr Dickson's acceptance of the appointment, and pursuant to the letter of appointment entered into between the Company and Mr Dickson on 19 March 2025, the Company has agreed to issue to Mr Dickson 1,500,000 Shares as part of his remuneration (**Letter of Appointment**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 1,500,000 Shares to Mr Paul Dickson (or his nominees) on the terms and conditions set out below.

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.3 above.

The issue constitutes giving a financial benefit and Mr Dickson is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Dickson who has 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 Shares, reached as part of the remuneration package for Mr Dickson is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.4 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.

10.4 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.

10.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr Paul Dickson (or his nominees).
Categorisation under Listing Rule 10.11	The recipient falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	1,500,000 Shares will be issued.
Terms of Securities	The Shares are fully paid ordinary shares in the capital of the Company and will be issued on the same terms and

REQUIRED INFORMATION	DETAILS
	conditions as the Company's existing Shares
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 Shares will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for Mr Paul Dickson, to motivate and reward their performance as a Director and to provide cost effective remuneration to Mr Dickson, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Dickson.
Remuneration package	The current total remuneration package for Mr Dickson is \$53,760, comprising of director's salary of \$48,000, and a superannuation payment of \$5,760. If the Shares are issued, the total remuneration package of Mr Dickson will increase by \$34,500 to \$88,260, being the value of the Securities at the last trading price prior to this Notice.
Summary of material terms of agreement to issue	The Shares are being issued under the Letter of Appointment, a summary of the material terms of which is set out in Section 10.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

11. RESOLUTION 14 – AMENDMENT TO CONSTITUTION

Division 1A of Part 7.12 of the Corporations Act (effective from 1 October 2022) introduced a new regime for employee share schemes (**ESS**). Under this regime, offers that require participants to provide monetary consideration (whether on grant, exercise, vesting, or on issue of the underlying shares) must be accompanied by an ESS offer document and are subject to an issue cap. The Corporations Act sets this cap at 5% of a company's issued capital over a rolling three-year period, unless a higher limit is specified in the company's constitution. In contrast, offers that do not require monetary consideration (for example, zero-exercise-price options or performance rights) are not subject to the issue cap.

Under the Corporations Act, a company may modify or repeal its constitution, or a provision of it, by way of special resolution of Shareholders.

Resolution 14 is a special resolution that seeks shareholder approval to amend the Company's existing Constitution by inserting a new clause 2.4. The new clause will expressly set the issue cap applicable to monetary offers under an ESS, in accordance with section 1100V(2) of the Corporations Act, at 10% of the Company's issued capital, subject to the Corporations Act and the ASX Listing Rules.

The proposed amendment will provide the Company with greater flexibility to issue equity securities under its ESS as part of its strategy to attract, retain and motivate employees.

A copy of the amended Constitution is available for inspection at the Company's registered office and can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 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.

Cap Trust means CAP Holdings Pty Ltd (ACN 139 779 203) as trustee for the CAP Trust.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's 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 Verity Resources Limited (ACN 122 995 073).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Evolution means Evolution Capital Pty Ltd (ACN 652 397 263).

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Options have the meaning given to that term in Section 8.1.

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 Options have the meaning given to that term in Section 1.1.

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.

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

Option means an option to acquire a Share.

Participation has the meaning given to that term in Section 6.1.

Participation Securities have the meaning given to that term in Section 6.1.

Placement has the meaning given to that term in Section 1.1.

Placement Options have the meaning given to that term in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties have the meaning given to that term in Section 8.1.

Related Party Participants have the meaning given to that term in Section 6.1.

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 or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Unrelated Placement Participants has the meaning given to that term in Section 1.1.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE PLACEMENT OPTIONS

1.	Entitlement	Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Placement Option will be \$0.048 (Exercise Price).
3.	Expiry Date	Each Placement Option will expire at 5:00 pm (AEST) two (2) years from the date of issue (Expiry Date). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Placement Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Placement 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 Placement 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 Placement 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 Placement 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 Placement 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 Placement 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 Placement Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options without exercising the Placement Options.
11.	Change in exercise price	A Placement Options does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Placement Option can be exercised.
12.	Transferability	The Placement Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF THE LEAD MANAGER OPTIONS

1.	Entitlement	Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.
2.	Exercise Price	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.036 (Exercise Price).
3.	Expiry Date	Each Lead Manager Option will expire at 5:00 pm (AEST) three (3) years from the date of issue (Expiry Date). A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Lead Manager Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Lead Manager Option certificate (Exercise Notice) and payment of the Exercise Price for each Lead Manager 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 Lead Manager 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 Lead Manager 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 Lead Manager 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 Lead Manager 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 Lead Manager Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lead Manager Options without exercising the Lead Manager Options.
11.	Change in exercise price	A Lead Manager Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Lead Manager Option can be exercised.
12.	Transferability	The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – VALUATION OF PLACEMENT OPTIONS

Using an independent expert, the trinomial lattice approach based upon the Hull-White model, based on the assumptions set out below, the Placement Options were ascribed the following value:

ASSUMPTIONS	
Valuation date	24 September 2025
Trading Price of Shares	\$0.024
Exercise Price	\$0.048
Time to expire	Two years from issue date
Risk free interest rate	3.3%
Volatility	203%
Indicative value per Option	\$0.011

SCHEDULE 4 – SUMMARY OF EMPLOYEE SECURITIES INCENTIVE PLAN

A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an Invitation made on or after 1 October 2022; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.
- Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt,

if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Cashless exercise of Convertible Securities):** At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank

pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

- (n) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

- (o) **(Adjustment of Convertible Securities):** 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 each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

- (q) **(Compliance with Applicable Laws):** Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an Invitation:

- (i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an Invitation; and
- (ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the Invitation is made,

does not exceed:

- (iii) if the Constitution specifies an issue cap percentage, that percentage; or
- (iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the Invitation.

- (r) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (s) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

- (t) If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

SCHEDULE 5 – TERMS AND CONDITIONS OF INCENTIVE OPTIONS

1.	Entitlement	Each Incentive Option entitles the holder to subscribe for one Share upon exercise of the Incentive Option.
2.	Exercise Price	No consideration is payable upon the exercise of each Incentive Option.
3.	Expiry Date	Each Incentive Option will expire at 5:00 pm (AEST) on the date that is three (3) years from the date of issue (Expiry Date). Any Incentive Option not exercised on or before the Expiry Date will automatically lapse on the Expiry Date.
4.	Vesting Condition	The Incentive Options will vest upon the Company achieving a 10-day volume-weighted average share price (VWAP) of \$0.036 per Share (calculated over 10 consecutive trading days on which the Company's Shares actually traded) (Vesting Condition).
5.	Exercise Period	Once vested, the Incentive Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
6.	Exercise Notice	The Incentive Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Incentive Option certificate (Exercise Notice) and payment of the Exercise Price for each Incentive Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
7.	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 Incentive Option being exercised in cleared funds (Exercise Date).
8.	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 Incentive 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 Incentive 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.
9.	Shares issued on	Shares issued on exercise of the Incentive Options rank equally with

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

SCHEDULE 6 – VALUATION OF INCENTIVE OPTIONS

Using an independent expert, the trinomial lattice approach based upon the Hull-White model, based on the assumptions set out below, the Incentive Options were ascribed the following value:

ASSUMPTIONS	
Valuation date	24 September 2025
Trading Price of Shares	\$0.024
Exercise Price	Nil
Vesting Condition	10 trading day VWAP share price of \$0.036
Time to expire	Three years from issue
Risk free interest rate	3.4%
Volatility	186%
Indicative value per Option	\$0.024

Your proxy voting instruction must be received by **9:00am (AEDT) on Wednesday, 05 November 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)

6 October 2025

Upcoming General Meeting of Shareholders

Dear Shareholder,

Verity Resources Limited ACN 122 995 073 (ASX: VRL or “the **Company**”), advises the General Meeting will be held in person at Kew Executive Suites, 832 High Street, Victoria 3102 on Friday, 7 November 2025 at 9.00am (AEDT) (**Meeting**).

Notice of Meeting

The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company’s website at www.verityresources.com.au or the Company’s ASX market announcements platform at www.asx.com.au (ASX:VRL).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone 	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.
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For further information on the online proxy lodgment process, or if you require a hard copy Proxy Form, please contact the Company’s Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting

Shareholders can contact the Company Secretary with any questions prior to the meeting via email at info@verityresources.com.au.

Copies of all Meeting related material including the Notice, are available to download from the Company’s website and the Company’s ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company’s website.

Authorised for ASX release by the Company Secretary.