NOTICE OF ANNUAL GENERAL MEETING

CuFe Ltd (ASX: **CUF**) (**CuFe** or the **Company**) confirms release of its Notice of Annual General Meeting (**Notice**) to shareholders.

The Annual General Meeting will be held at 11:30am (AWST) on Wednesday, 26 November 2025 at 32 Harrogate Street, West Leederville, WA 6007.

A copy of the Notice is attached to this announcement.

This announcement has been authorised for release by the Company Secretary.

For further information please contact:

Investor Relations

+61 8 6181 9793

ir@CuFe.com.au

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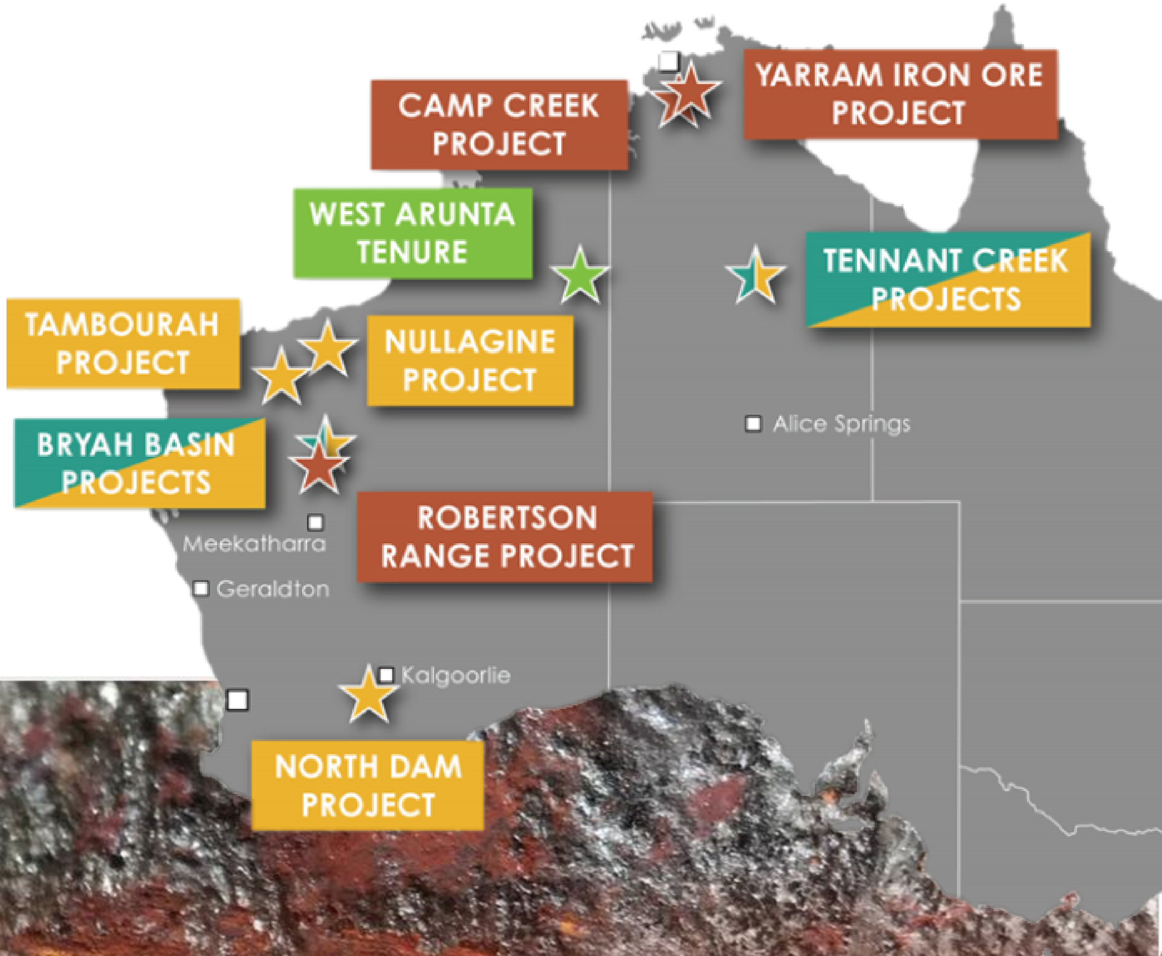

CuFe ltd

About CuFe Ltd

CuFe Ltd (ASX: CUF) is an emerging copper and iron ore company. Our strategy is focused on near-term, high grade premium product iron ore projects and exposure to copper, a key strategic metal. The company has interests in various projects and tenements prospective for iron ore, copper and gold, all located in Australia.

Registered Office

32 Harrogate Street
West Leederville WA

T: +61 8 6181 9793
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Share Registry

Link Market Services Ltd
Level 12, QV1 Building
250 St Georges Terrace, Perth WA 6000
www.linkmarketservices.com.au

For further announcements please visit **asx.com.au** and **cufe.com.au**

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CuFeLtd

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E admin@cufe.com.au
ASX Code: CUF
ACN: 112 731 638

October 2025

Dear Shareholder,

CUFE LTD - ANNUAL GENERAL MEETING

CuFe Ltd (ASX: **CUF**) (the **Company**) advises its Annual General Meeting of Shareholders (**Meeting**) will be held on Wednesday, 26 November 2025 at 11:30am (WST) at 32 Harrogate Street, West Leederville, Western Australia 6007.

The Company will not be dispatching physical copies of the notice of Meeting, unless a member has elected to receive a physical copy of the notice of Meeting. A copy of the Meeting materials can be viewed and downloaded online as follows:

- You can access the Meeting materials online at the Company's website: www.cufe.com.au.
- A complete copy of the Meeting materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "CUF".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

A copy of your Proxy Form is enclosed for convenience.

The Company intends to hold a physical meeting. We will notify any changes to this by way of announcement on ASX and the details will also be made available on our website.

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

Yours faithfully
CuFe Ltd

Catherine Grant-Edwards
Company Secretary

CUFE LTD
ACN 112 731 638
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME:	11:30am (WST)
DATE:	Wednesday, 26 November 2025
PLACE:	32 Harrogate Street WEST LEEDERVILLE WA 6007

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (WST) on 24 November 2026.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

2. RESOLUTION 2 – ELECTION OF DIRECTOR – DAVID PALMER

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

"That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr David Palmer, a Director who was appointed casually on 1 February 2025, retires, and being eligible, is elected as a Director."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO COPEAK PTY LTD

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 9,900,000 Shares to Copeak Pty Ltd on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 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 183,979,573 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF 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 133,667,486 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT 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 158,823,529 free attaching Placement Options to Placement Participants on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INVESTING NEWS NETWORK PTY LTD

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 1,128,382 Shares to Investing News Network Pty Ltd on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – DAVID PALMER

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Mr David Palmer (or his nominees) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – TONY SAGE

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 20,000,000 Performance Rights to Mr Tony Sage (or his nominees) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – MARK HANCOCK

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 20,000,000 Performance Rights to Mr Mark Hancock (or his nominees) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – SCOTT MEACOCK

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 Performance Rights to Mr Scott Meacock (or his nominees) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – DAVID PALMER

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

"That, subject to the passing of Resolution 2, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Performance Rights to Mr David Palmer (or his nominees) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL OF 7.1A MANDATE

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

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

Dated: 28 October 2025

By order of the Board

Ms Catherine Grant-Edwards
Company Secretary

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 8 – Approval to issue Options to Related Party – David Palmer	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 Performance Rights to Related Party – Tony Sage	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 10 – Approval to issue Performance Rights to Related Party – Mark Hancock	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to issue Performance Rights to Related Party – Scott Meacock	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 12 – Approval to issue Performance Rights to Related Party – David Palmer	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 3 – Ratification of prior issue of Shares to Copeak Pty Ltd	Copeak Pty Ltd or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Ratification of prior issue of Placement Shares (Listing Rule 7.1)	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 5 – Ratification of Prior issue of Placement Shares (Listing Rule 7.1A)	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 6 – Approval to issue Placement Options	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 7 – Ratification of Prior Issue of Shares to Investing News Network Pty Ltd	Investing News Network Pty Ltd or any other person who participated in the issue an associate of that person or those persons.
Resolution 8 – Approval to issue Options to Related Party – David Palmer	Mr David Palmer (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue Performance Rights to Related Party – Tony Sage	Mr Tony Sage (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 Performance Rights to Related Party – Mark Hancock	Mr Mark Hancock (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 Performance Rights to Related Party – Scott Meacock	Mr Scott Meacock (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to issue Performance Rights to Related Party – David Palmer	Mr David Palmer (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 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 8 6181 9793.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – DAVID PALMER

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr David Palmer, having been appointed by other Directors on 1 February 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Palmer is set out below.

Qualifications, experience and other material directorships	Mr Palmer is a geologist and company director with more than 38 years' experience in the global exploration industry. The majority of his career has been with Rio Tinto Exploration focused on copper/gold, base metals, industrial minerals, uranium, iron ore, and diamonds throughout Australia and the Asia/Pacific. Mr Palmer is a member of AusIMM and the AICD. Amongst other senior positions, Mr Palmer led the business development, mineral title and indigenous engagement functions and was part of the management team that discovered the world-class Winu Cu-Au deposit. David holds a Bachelor of Science (First Class Honours) from the University of Newcastle.
Term of office	Mr Palmer has served as a Director since 1 February 2025.
Independence	If re-elected, the Board considers that Mr Palmer will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Palmer.
Board recommendation	Having received an acknowledgement from Mr Palmer that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Palmer since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Palmer) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Palmer will be elected to the Board as an independent non-executive Director.

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

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO COPEAK PTY LTD

4.1 General

The Company has engaged Copeak Pty Ltd (ACN 607 161 900) (**Peak**) to provide corporate and financial advisory services pursuant to an engagement letter dated 19 February 2025 (**Engagement Letter**). Under the Engagement Letter, fees to Peak may be payable in Shares or cash at the election of the Company. In consideration for the services provided by Peak, the Company issued 9,900,000 Shares to Peak on 21 February 2025.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 9,900,000 Shares to Peak.

4.2 Listing Rule 7.1

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

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 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

4.3 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.

4.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

4.5 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	Copeak Pty Ltd.
Number and class of Securities issued	9,900,000 Shares were issued.
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.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities were issued.	21 February 2025.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for corporate and financial advisory services provided by Peak.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Engagement Letter.
Summary of material terms of agreement to issue	The Shares were issued under the Engagement Letter, a summary of the material terms of which is set out in Section 4.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

5. BACKGROUND TO RESOLUTIONS 4 TO 6

5.1 Placement

As announced on 15 October 2025, the Company has received firm commitments from four unrelated institutional and sophisticated investors including Mr Mathew August, an investor focused on the critical minerals and strategic defence department sector, as well as a leading institutional investment fund and two high-net-worth investors from North America and Australia (**Placement Participants**) to raise approximately $5,400,000 (before costs), through a placement of 317,647,059 Shares at an issue price of $0.017 per Share, together with 1 free attaching unlisted Option (**Placement Option**) for every 2 Shares subscribed for and issued (**Placement**).

The Placement Options will be issued subject to Shareholder approval (being, the subject of Resolution 6) on the terms and conditions set out in Schedule 1.

On 15 October 2025 the Company issued 88,235,294 Shares to the Placement Participants pursuant to Listing Rule 7.1. On 21 October 2025 the Company issued the remaining 229,411,765 Shares to Placement Participants pursuant to Listing Rules 7.1 and 7.1A.

The total of 317,647,059 Shares were issued at an issue price of $0.017 per Share under the Placement to the Placement Participants, comprising:

(a) 183,979,573 Shares issued under the Company's Listing Rule 7.1 placement capacity (being the subject of Resolution 4); and

(b) 133,667,486 Shares issued under the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 5).

Resolutions 4 and 6 of this Notice seek Shareholder approval for the ratification of an aggregate of 317,647,059 Shares issued under the Placement.

A fee of 6.0% of the gross proceeds of the Placement is payable to the financial consultant of the Placement, Atlas Capital Group II LLC (**Atlas**).

5.2 Use of funds

The capital will be primarily used to continue on with the highly successful exploration and feasibility work at the Company's flagship and focus asset being the Tennant Creek Copper / Gold project, including Gecko resources classification improvement, underground mine planning work and furthering our understanding of the technical and geological aspects of the Bismuth resource potential given the significant interest in

Bismuth following market disruption for this critical metal following imposition of Chinese export controls.

Additional work is also planned for the Company's extensive exploration portfolio in Western Australia and the Northern Territory which includes Niobium and Copper targets in the West Arunta, gold in the Pilbara, Bryah and Yilgarn regions and iron ore near its existing high grade Yarram deposit in the Northern Territory.

6. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

6.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 317,647,059 Shares at an issue price of $0.017 per Share under the Placement.

183,979,573 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (the subject of Resolution 4) and 133,667,486 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (the subject of Resolution 5). The Shares were issued on 15 October 2025 and 21 October 2025.

6.2 Listing Rules 7.1 and 7.1A

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

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 27 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 13 being passed at this Meeting.

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 Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

6.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 4.3 above.

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.

6.4 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.

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 13 being passed at this Meeting.

6.5 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	Placement Participants who were identified by the Directors and Atlas, through a bookbuild process, which involved the

REQUIRED INFORMATION	DETAILS
which those persons were identified/selected	Company seeking expressions of interest to participate in the capital raising from non-related parties. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	317,647,059 Shares were issued on the following basis: (a) 183,979,573 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and (b) 133,667,486 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5).
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	15 October 2025 and 21 October 2025
Price or other consideration the Company received for the Securities	$0.017 per Share for Shares 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 5.2 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares 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.

7. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT OPTIONS

7.1 General

As set out in Section 5.1, the Company is proposing to issue 158,823,529 Placement Options, being 1 free attaching Option to be issued for every 2 Shares subscribed for and issued to Placement Participants under the Placement.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

As summarised in Section 4.2 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.

7.2 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.

7.3 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	Placement Participants who were identified by the Directors and Atlas, through a bookbuild process, which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties. 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	158,823,529 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 Participants in the Placement. Each Placement Option is exercisable at $0.05 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.

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO INVESTING NEWS NETWORK PTY LTD

8.1 General

On 2 July 2025, the Company renewed its existing campaign agreement with Investing News Network Pty Ltd (ACN 647 264 999) (**INN**) to provide content and advertising services for a 12-month term (**Campaign Agreement**). Pursuant to the Campaign Agreement, the Company has agreed to pay INN $19,182.25 (excluding GST) via the issue of Shares at an issue price of $0.017 (which is the same as the issue price of the Shares issued under the Placement).

On 15 October 2025, the Company issued 1,128,382 Shares to INN in consideration for services provided by INN to the Company. The issue of the Shares did not breach Listing Rule 7.1 at the time of the issue.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 1,128,382 Shares to INN.

8.2 Listing Rule 7.1

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

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 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

8.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 4.3 above.

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.

8.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 this Resolution is not passed, the issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

8.5 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	Investing News Network Pty Ltd.
Number and class of Securities issued	1,128,382 Shares were issued.
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.	15 October 2025.
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of $0.017 per Share, as settlement of an invoiced amount of $19,182.25 for content and advertising services provided by INN. The Company has not and will not receive any other consideration for the issue of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Campaign Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Campaign Agreement, a summary of the material terms of which is set out in Section 8.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

9. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – DAVID PALMER

9.1 General

As announced on 25 January 2025, Mr David Palmer was appointed as an independent Director of the Company on 1 February 2025.

In consideration for Mr Palmer's acceptance of the appointment, and pursuant to the letter of appointment entered into between the Company and Mr Palmer on 1 February 2025 (**Letter of Appointment**), the Company has agreed to issue to Mr Palmer 10,000,000 Options as part of his remuneration (**Director Options**).

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 10,000,000 Director Options to Mr Palmer (or his nominees) on the terms and conditions set out below.

The Director Options will be issued on the terms and conditions set out in Schedule 2.

9.2 Chapter 2E of the Corporations Act

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

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

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

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

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

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

9.3 Listing Rule 10.11

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

10.11.1 a related party;

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

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

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

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

unless it obtains the approval of its shareholders.

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

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Director Options. Consequently, the Company may need to consider some other form of additional remuneration for Mr Palmer.

9.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Mr David Palmer (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	10,000,000 Director Options will be issued.
Terms of Securities	The Director 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 Director Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Director Options 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 Director Options will be issued at a nil issue price, in consideration for Mr Palmer's acceptance of the appointment, and pursuant to the Letter of Appointment.
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 Palmer to motivate and reward their performance as a Director and to provide cost effective remuneration to Mr Palmer, 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 Palmer.
Remuneration package	The current total remuneration package for Mr Palmer is $48,000 per annum, comprising of directors' fees of $42,857 and a superannuation payment of $5,143. As set out in Schedule 2, the exercise price of the Director Options will be equal to 140% of the 5-day volume weighted average price (**VWAP**) of the Company's Shares on the date of issue. Based on the 5-day VWAP as at the date of this Notice, if the Director Options are issued, the total remuneration package of Mr Palmer will increase by $150,725 to $198,725,

REQUIRED INFORMATION	DETAILS
	being the value of the Director Options, based on the Black Scholes methodology. The valuation of the Directors Options is set out below: **ASSUMPTIONS** | Valuation date: 16 October 2025 Market price of Shares: $0.033 Exercise price: $0.046 Expiry date: 2 years Risk free interest rate: 3.40% Expected volatility: 100% Indicative value per Option: $0.0151 Total value of Options: $150,725 The Company notes that the above workings are an example only and the actual exercise price may differ.
Summary of material terms of agreement to issue	The Director Options are being issued under the Letter of Appointment, 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. RESOLUTIONS 9 TO 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTIES

10.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of an aggregate of 50,000,000 Performance Rights to Directors on the terms and conditions set out below, comprising:

(a) 40,000,000 Performance Rights (20,000,000 each) to executive Directors, Mr Tony Sage and Mr Mark Hancock (or their nominees)(**Executive Performance Rights**); and

(b) 10,000,000 Performance Rights (5,000,000 each) to non-executive Directors, Mr Scott Meacock and Mr David Palmer (or their nominees)(**Non-Executive Performance Rights**).

The Directors, being Mr Tony Sage, Mr Mark Hancock, Mr Scott Meacock and Mr David Palmer are together referred to as the **Related Parties**.

The Executive Performance Rights and Non-Executive Performance Rights are together referred to as the **Performance Rights.**

All the Performance Rights to be issued pursuant to Resolutions 9 to 12 are Class A Performance Rights.

10.2 Executive Performance Rights

EXECUTIVE PERFORMANCE RIGHTS						
RECIPIENT	**TRANCHE 1**	**TRANCHE 2**	**TRANCHE 3**	**TOTAL**	**RESOLUTION**	**EXPIRY DATE**
Mr Tony Sage	5,000,000	5,000,000	10,000,000	20,000,000	9	31 December 2026

EXECUTIVE PERFORMANCE RIGHTS						
RECIPIENT	**TRANCHE 1**	**TRANCHE 2**	**TRANCHE 3**	**TOTAL**	**RESOLUTION**	**EXPIRY DATE**
Mr Mark Hancock	5,000,000	5,000,000	10,000,000	20,000,000	10	31 December 2026
TOTAL	**10,000,000**	**10,000,000**	**20,000,000**	**40,000,000**		

The Executive Performance Rights will vest upon satisfaction of the following vesting conditions:

(a) **Tranche 1:** The Company achieving a market capitalisation of at least $60,000,000 for 20 consecutive trading days prior to 31 December 2026;

(b) **Tranche 2:** The Company achieving a market capitalisation of at least $80,000,000 for 20 consecutive trading days prior to 31 December 2026;

(c) **Tranche 3:** The Company achieving a market capitalisation of at least $100,000,000 for 20 consecutive trading days prior to 31 December 2026,

(each, a **Vesting Condition**).

10.3 Non-Executive Performance Rights

NON-EXECUTIVE PERFORMANCE RIGHTS				
RECIPIENT	**QUANTUM**	**RESOLUTION**	**VESTING CONDITION**	**EXPIRY DATE**
Mr Scott Meacock	5,000,000	11	The Company achieving a market capitalisation of at least $100,000,000 for 20 consecutive trading days.	31 December 2026
Mr David Palmer	5,000,000	12	The Company achieving a market capitalisation of at least $100,000,000 for 20 consecutive trading days.	31 December 2026

The issue of the Non-Executive Performance Rights to Mr Palmer is subject to the passing of Resolution 2 (election of Mr Palmer).

10.4 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 9.2 above.

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

The Directors (other than Mr Sage who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 9 because the agreement to issue the Executive Performance Rights, reached as part of the remuneration package for Mr Sage, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Hancock who has a material personal interest in Resolution 10) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 10 because the agreement to issue the Executive Performance Rights, reached as part of the remuneration package for Mr Hancock, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Meacock who has a material personal interest in Resolution 11) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 11 because the agreement to issue the Non-Executive

Performance Rights, reached as part of the remuneration package for Mr Meacock, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Palmer who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 12 because the agreement to issue the Non-Executive Performance Rights, reached as part of the remuneration package for Mr Palmer, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

10.5 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 9.3 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.

10.6 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. The Company may need to seek alternative ways to incentivise the Related Parties.

10.7 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Performance Rights are set out in Section 10.1 above.
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 Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 50,000,000 which will be allocated amongst the Related Parties as set out in the tables included at Sections 10.2 and 10.3 above.
Terms of Securities	The Performance Rights will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights 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 Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed

REQUIRED INFORMATION	DETAILS
use of any funds raised by the issue	recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which 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 given to the proposed recipients.
Remuneration	The current total remuneration package for Mr Sage is $180,000, comprising of directors' fees of $180,000. If the Executive Performance Rights are issued, the total remuneration package of Mr Sage will increase by $586,000 to $766,000, being the value of the Executive Performance Rights. The valuation of the Executive Performance Rights and the pricing methodology is set out in Schedule 4. The current total remuneration package for Mr Hancock is $210,000, comprising of directors' fees of $210,000. If the Executive Performance Rights are issued, the total remuneration package of Mr Hancock will increase by $586,000 to $796,000, being the value of the Executive Performance Rights. The valuation of the Executive Performance Rights and the pricing methodology is set out in Schedule 4. The current total remuneration package for Mr Meacock is $48,000, comprising of directors' fees of $42,857 and a superannuation payment of $5,143. If the Non-Executive Performance Rights are issued, the total remuneration package of Mr Meacock will increase by $126,500 to $174,500, being the value of the Non-Executive Performance Rights. The valuation of the Non-Executive Performance Rights and the pricing methodology is set out in Schedule 4. The current total remuneration package for Mr Palmer is $48,000, comprising of directors' fees of $42,857 and a superannuation payment of $5,143. If the Non-Executive Performance Rights are issued, the total remuneration package of Mr Palmer will increase by $126,500 to $174,500, being the value of the Non-Executive Performance Rights. The valuation of the Non-Executive Performance Rights and the pricing methodology is set out in Schedule 4.
Summary of material terms of agreement to issue	The Performance Rights are not being issued under an agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

11. RESOLUTION 13 – APPROVAL OF 7.1A MANDATE

11.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is $69,944,713. The Company is therefore an Eligible Entity.

11.2 Technical information required by Listing Rule 14.1A

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

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

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

11.3 Technical information required by Listing Rule 7.3A

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

REQUIRED INFORMATION	DETAILS
	The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 22 October 2025. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

			DILUTION		
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.021	**$0.042**	**$0.063**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	1,665,350,306	166,535,030	$3,497,235	$6,994,471	$10,491,706
50% increase	2,498,025,459	249,802,545	$5,245,853	$10,491,706	$15,737,560
100% increase	3,330,700,612	333,070,061	$6,994,471	$13,988,942	$20,983,413

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

The table above uses the following assumptions:

1. There are currently 1,665,350,306 Shares on issue (ASX:CUF).
2. The issue price set out above is the closing market price of the Shares on the ASX on 22 October 2025 (being $0.042) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

REQUIRED INFORMATION	DETAILS
	Shareholders should note that there is a risk that: (a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and (b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
Allocation policy under 7.1A Mandate	The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company. The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors: (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 27 November 2024 (**Previous Approval**). During the 12-month period preceding the date of the Meeting, being 26 November 2025, the Company issued 133,667,486 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 10.0% of the total diluted number of Equity Securities on issue in the Company on 27 November 2024, which was 1,336,674,865. Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

Date of Issue and Appendix 2A	**Date of Issue**: 21 October 2025 **Date of Appendix 2A**: 21 October 2025
Number and Class of Equity Securities Issued	133,667,486 Shares[2]
Issue Price and discount to	$0.017 per Share (equivalent to the Market Price and a premium of 9% to the 5-day VWAP).

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>
<table>
<tr><td>Market Price[1] (if any)</td><td></td></tr>
<tr><td>Recipients</td><td>Placement Participants as part of a placement announced on 15 October 2025. The Placement Participants were identified through a bookbuild process, which involved [the Company and Atlas seeking expressions of interest to participate in the placement from non-related parties of the Company.

None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</td></tr>
<tr><td>Total Cash Consideration and Use of Funds</td><td>Amount raised: $2,272,347

Amount spent: Nil

Use of funds: Not yet used.

Amount remaining: $2,272,347

Proposed use of remaining funds:[3] Exploration and feasibility work at the Company's flagship and focus asset being the Tennant Creek Copper / Gold project, exploration work on the Company's other projects located in Western Australia and Northern Territory, and ongoing working capital.</td></tr>
</table>
Notes:
1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company (ASX:CUF) (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
</td></tr>
<tr><td>Voting exclusion statement</td><td>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</td></tr>
</table>

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 11.1

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.

Campaign Agreement has the meaning given to that term in Section 8.1.

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 CuFe Ltd (ACN 112 731 638).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director Options have the meaning given to that term in Section 9.1.

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

Engagement Letter has the meaning given to that term in Section 4.1

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

Executive Performance Rights have the meaning given to that term in Section 10.1

Explanatory Statement means the explanatory statement accompanying the Notice.

INN means Investing News Network Pty Ltd (ACN 647 264 999).

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.

Letter of Appointment has the meaning given to that term in Section 9.1.

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.

Non-Executive Performance Rights have the meaning given to that term in Section 10.1**.**

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

Option means an option to acquire a Share.

Peak means Copeak Pty Ltd (ACN 607 161 900).

Performance Right means a right to acquire a Share subject to satisfaction of the applicable vesting conditions.

Placement has the meaning given to that term in Section 5.1.

Placement Options have the meaning given to that term in Section 5.1.

Placement Participants have the meaning given to that term in Section 5.1

Proxy Form means the proxy form accompanying the Notice.

Related Parties have the meaning given to that term in Section 10.1.

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

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

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 $0.05 (**Exercise Price**).
3.	**Expiry Date**	Each Placement Option will expire on 30 November 2027 (**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 DIRECTOR OPTIONS

1.	**Entitlement**	Each Director 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 Director Option will be equal to 140% of the 5-day volume weighted average price (**VWAP**) of the Company's Shares on the date of issue (**Exercise Price**).
3.	**Expiry Date**	Each Director Option will expire at the date that is two years from the date of issue (**Expiry Date**). A Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Director Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Director 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 Director 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 Director 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 Director 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 Director 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 Director 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 Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options without exercising the Director Options.
11.	**Change in exercise price**	A Director Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Director Option can be exercised.
12.	**Transferability**	The Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The terms and conditions of the Performance Rights proposed to be issued pursuant to Resolutions 9 to 12 are as follows:

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>2.</td><td>Consideration</td><td>The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.</td></tr>
<tr><td>3.</td><td>Vesting Conditions</td><td>The Executive Performance Rights shall vest as follows:
<table>
<tr><th></th><th>VESTING CONDITION</th></tr>
<tr><td>TRANCHE 1</td><td>The Company achieving a market capitalisation of at least $60,000,000 for 20 consecutive trading days prior to 31 December 2026.</td></tr>
<tr><td>TRANCHE 2</td><td>The Company achieving a market capitalisation of at least $80,000,000 for 20 consecutive trading days prior to 31 December 2026.</td></tr>
<tr><td>TRANCHE 3</td><td>The Company achieving a market capitalisation of at least $100,000,000 for 20 consecutive trading days prior to 31 December 2026.</td></tr>
</table>
The Non-Executive Performance Rights shall vest as follows:
<table>
<tr><th>VESTING CONDITION</th></tr>
<tr><td>The Company achieving a market capitalisation of at least $100,000,000 for 20 consecutive trading days prior to 31 December 2026.</td></tr>
</table>
each, a Vesting Condition.</td></tr>
<tr><td>4.</td><td>Expiry Date</td><td>The Performance Rights whether vested or unvested, will otherwise expire on the earlier to occur of:
(a) the holder ceasing to be an officer (and employee, if applicable) or an employee of the Company (where they are not an officer at the time of issue), as applicable, unless otherwise determined by the Board at its absolute discretion; and
(b) 5:00 pm WST on 31 December 2026,
(Expiry Date).
For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</td></tr>
<tr><td>5.</td><td>Notice of vesting</td><td>The Company shall notify the holder in writing when the relevant vesting condition has been satisfied.</td></tr>
<tr><td>6.</td><td>Quotation of Performance Rights</td><td>The Performance Rights will not be quoted on ASX.</td></tr>
<tr><td>7.</td><td>Conversion</td><td>Subject to paragraph 16, upon vesting, each Performance Right will, at the election of the holder, convert into one Share.</td></tr>
<tr><td>8.</td><td>Timing of issue of Shares on conversion</td><td>Within five Business Days of conversion of the Performance Rights, the Company will:
(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;</td></tr>
</table>

		(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 Performance Rights. 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 exercise**	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
11.	**Adjustment for bonus issues of Shares**	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue 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 Performance Rights are exercised.
12.	**Reorganisation**	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
13.	**Dividend and voting rights**	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	**Transferability**	The Performance Rights are not transferable.
15.	**Change of control**	If a change of control event occurs, 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 holder's Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
16.	**Deferral of conversion if resulting in a prohibited acquisition of Shares**	If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:

		(a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and (b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (b)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
17.	**No rights to return of capital**	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
18.	**Rights on winding up**	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
19.	**ASX Listing Rule compliance**	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
20.	**No other rights**	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 9 to 12 have been independently valued.

Using Monte Carlo Simulation (MCS) Methodology, which utilises the Binomial Option Pricing Model and based on the assumptions set out below, the Performance Rights were ascribed the following values:

Executive Performance Rights

ASSUMPTIONS	
Valuation date	21 October 2025
Market price of Shares	$0.040
Expiry date (length of time from issue)	1.19 years
Risk free interest rate	3.327%
Volatility (discount)	85.0%
Indicative value per Performance Right	**$0.0293**
Total value of Performance Rights	**$1,172,000**
Resolution 9 – Mr Sage	$586,000
Resolution 10 – Mr Hancock	$586,000

Non-Executive Performance Rights

ASSUMPTIONS	
Valuation date	21 October 2025
Market price of Shares	$0.040
Expiry date (length of time from issue)	1.19 years
Risk free interest rate	3.327%
Volatility (discount)	85.0%
Indicative value per Performance Right	**$0.0253**
Total value of Performance Rights	**$253,000**
Resolution 11 – Mr Meacock	$126,500
Resolution 12 – Mr Palmer	$126,500

PROXY FORM

CuFe ltd

ACN 112 731 638

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
CuFe Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND*
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:30am (WST) on Monday, 24 November 2025,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

I/We being a member(s) of CuFe Ltd and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ the Chairman of the Meeting *(mark box)*

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am (WST) on Wednesday, 26 November 2025 at 32 Harrogate Street, WEST LEEDERVILLE WA 6007** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 8, 9, 10, 11 & 12: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 8, 9 10, 11 & 12, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	Resolutions	For	Against	Abstain*
1	ADOPTION OF REMUNERATION REPORT			
2	ELECTION OF DIRECTOR – DAVID PALMER			
3	RATIFICATION OF PRIOR ISSUE OF SHARES TO COPEAK PTY LTD			
4	RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (LISTING RULE 7.1)			
5	RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES (LISTING RULE 7.1A)			
6	APPROVAL TO ISSUE PLACEMENT OPTIONS			
7	RATIFICATION OF PRIOR ISSUE OF SHARES TO INVESTING NEWS NETWORK PTY LTD			
8	APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – DAVID PALMER			
9	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – TONY SAGE			
10	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – MARK HANCOCK			
11	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – SCOTT MEACOCK			
12	APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTY – DAVID PALMER			
13	APPROVAL OF 7.1A MANDATE			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).