
FIRETAIL RESOURCES LIMITED
ACN 651 057 822
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am (WST)
DATE: Thursday, 31 July 2025
PLACE: Level 8, London House
216 St Georges Terrace
PERTH WA 6000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (WST) on Tuesday, 29 July 2025.

MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1

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 47,000,000 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – APPROVAL FOR PARTICIPATION OF DIRECTOR IN PLACEMENT - GLENN POOLE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Glenn Poole (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL FOR PARTICIPATION OF DIRECTOR IN PLACEMENT - SIMON LAWSON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Simon Lawson (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL FOR PARTICIPATION OF DIRECTOR IN PLACEMENT - ROBERT JEWSON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Robert Jewson (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO JOINT LEAD MANAGERS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Options to the Joint Lead Managers on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – CHANGE OF COMPANY NAME

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

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Mammoth Minerals Limited."

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION OF EXCELSIOR PROJECT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 32,000,000 Shares to Athena Gold

Corporation (BC1535066) (or its nominee) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION OF BELLA PROJECT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 17,000,000 Shares to Badlands Resources Incorporated (BN 843032921) (or its nominee) (Badlands) on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – ISSUE OF ZEPOS TO DIRECTOR - GLENN POOLE

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 20,000,000 ZEPOs to Glenn Poole (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – ISSUE OF ZEPOS TO DIRECTOR - SIMON LAWSON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 8,000,000 ZEPOs to Simon Lawson (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – ISSUE OF ZEPOS TO DIRECTOR - ROBERT JEWSON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 10,000,000 ZEPOs to Robert Jewson (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Dated: 2 July 2025

Voting Prohibition Statements

Resolution 2 - Approval for Participation of Director in Placement – Glenn Poole	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 2 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 2 Excluded Party.
Resolution 3 - Approval for Participation of Director in Placement – Simon Lawson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 3 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 3 Excluded Party.
Resolution 4 - Approval for Participation of Director in Placement – Robert Jewson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.
Resolution 9 – Approval to Issue ZEPOs to Director – Glenn Poole	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 10 – Approval to Issue ZEPOs to Director – Simon Lawson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 11 – Approval to Issue ZEPOs to Director – Robert Jewson	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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Voting Exclusion Statements

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

Resolution 1 - Ratification of Prior Issue of Shares under 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 2 - Approval for Participation of Director in Placement – Glenn Poole	Glenn Poole (or their 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 3 - Approval for Participation of Director in Placement – Simon Lawson	Simon Lawson (or their 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 4 - Approval for Participation of Director in Placement – Robert Jewson	Robert Jewson (or their 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 5 – Approval to Issue Options to Joint Lead Managers	708 Capital Pty Ltd and Euroz Hartleys Limited or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 7 - Approval to Issue Shares in consideration for Acquisition of Excelsior Project	Athena Gold Corporation (or its nominee) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 - Approval to Issue Shares in consideration for Acquisition of Bella Project	Badlands Resources Incorporated (or its nominee) 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 9 – Approval to Issue ZEPOs to Director – Glenn Poole	Glenn Poole (or their 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 ZEPOs to Director – Simon Lawson	Simon Lawson (or their 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 ZEPOs to Director – Robert Jewson	Robert Jewson (or their 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 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.

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

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Registry Direct Limited will need to verify your identity. You can register from 10:30 am (WST)] on the day of the Meeting.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 5

On 12 February 2025, the Company announced that it had received firm commitments to raise approximately \$3,000,000 (before costs) through the issue of 50,000,000 Shares at an issue price of \$0.060 per Share (**Placement**).

The Placement comprised of:

- (a) 47,000,000 Shares issued to unrelated professional and sophisticated investors (**Placement Participants**) of the Company (**Placement Shares**) under Listing Rule 7.1; and
- (b) 3,000,000 Shares to be issued, subject to shareholder approval, to Directors Glenn Poole, Simon Lawson, and Robert Jewson (or their respective nominee/s) (**Director Placement Shares**).

1.2 Lead Managers

The Placement was joint managed by 708 Capital Pty Ltd and Euroz Hartleys Limited (the **Joint Lead Managers**). As part of the Placement, the Company entered into a joint lead manager mandate (**JLM Mandate**) under which it agreed to pay the Joint Lead Managers:

- (a) an aggregate cash fee of \$169,200, being 6% of the gross amount raised under the Placement; and
- (b) 10,000,000 Options for services provided as Joint Lead Managers (**Lead Manager Options**) in the following proportions:
 - (i) 5,000,000 Options to 708 Capital Pty Ltd (or its nominee/s); and
 - (ii) 5,000,000 Options to Euroz Hartleys Limited (or its nominee/s),

The Joint Lead Manager Options are exercisable at \$0.10 each, expiring 2 years from the date of issue, and are otherwise subject to the terms and conditions in Schedule 1.

1.3 Use of Funds

Funds raised from the Placement will be directed towards:

- (a) funding a high impact exploration program at the Skyline Project in Canada;
- (b) geophysical and geochemical studies at Picha Project in Peru;
- (c) identification and assessment of potential additional project opportunities; and
- (d) general working capital purposes.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES UNDER LISTING RULE 7.1

2.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 47,000,000 Shares to the Placement Participants at an issue price of \$0.06 per Share to raise \$2,820,000.

2.2 Listing Rule 7.1

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

2.3 Listing Rule 7.4

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

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

2.4 Technical information required by Listing Rule 14.1A

If 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.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved 708 Capital Pty Ltd and Euroz Hartleys Limited seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that other than as detailed below, no Material Persons were issued more than 1% of the issued capital of the Company. Terra Capital, a substantial shareholder of the Company, has been issued \$700,000 worth of Placement Shares, representing 24.82% of the Placement.
Number and class of Securities issued	47,000,000 Placement Shares were issued.
Terms of Securities	The Placement 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	20 February 2025
Price or other consideration the Company received for the Securities	\$0.06 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.

REQUIRED INFORMATION	DETAILS
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTIONS 2 TO 4 – APPROVAL TO ISSUE SECURITIES TO DIRECTORS TO ENABLE PARTICIPATION IN PLACEMENT – GLENN POOLE, SIMON LAWSON, AND ROBERT JEWSON

3.1 General

Resolutions 2 to 4 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 3,000,000 Shares to Glenn Poole, Simon Lawson, and Robert Jewson (or their nominee(s)) on the terms and conditions set out below to enable the Directors to participate in the Company's capital raising activities on the same terms as unrelated participants.

Further details in respect of the intended participation of the Directors are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION		
		QUANTUM		FUNDS RAISED
		SHARES	OPTIONS	
Glenn Poole	2	1,000,000	0	\$60,000
Simon Lawson	3	1,000,000	0	\$60,000
Robert Jewson	4	1,000,000	0	\$60,000
Total		3,000,000	0	\$180,000

3.2 Director Recommendation

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

3.3 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

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

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

3.4 Listing Rule 10.11

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

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or

agreement, a substantial (30%+) holder in the company;

- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

3.5 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue. This will result in a loss of \$180,000 under the capital raising and the Company will be unable to apply these funds to the purposes identified in Section 1.3.

3.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 3.1 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 Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 3.1 above.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.06 per Share.

REQUIRED INFORMATION	DETAILS																																								
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.																																								
Consideration of type and quantum of Security to be issued	The quantum of Shares to be offered under the capital raising, and the pricing of the Shares was determined in conjunction with the Joint Lead Managers. The Directors are seeking to participate in the capital raising on the same terms as the Placement Participants who took part in the capital raising. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed.																																								
Valuation	The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.06 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to unrelated participants in the Placement). <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Glenn Poole</td><td>1,000,000</td><td>\$60,000</td></tr><tr><td>Simon Lawson</td><td>1,000,000</td><td>\$60,000</td></tr><tr><td>Robert Jewson</td><td>1,000,000</td><td>\$60,000</td></tr></table>	RECIPIENT	SHARES	VALUE	Glenn Poole	1,000,000	\$60,000	Simon Lawson	1,000,000	\$60,000	Robert Jewson	1,000,000	\$60,000																												
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Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UN DILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Glenn Poole</td><td>279,045</td><td>Nil</td><td>9,350,000</td><td>0.073%</td><td>2.53%</td></tr><tr><td>Simon Lawson</td><td>2,100,925</td><td>Nil</td><td>400,000</td><td>0.55%</td><td>0.66%</td></tr><tr><td>Robert Jewson</td><td>17,062,220</td><td>12,500,000²</td><td>Nil</td><td>4.49%</td><td>7.78%</td></tr></table> Post issue <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Glenn Poole</td><td>1,279,045</td><td>Nil</td><td>9,350,000</td></tr><tr><td>Simon Lawson</td><td>3,100,925</td><td>Nil</td><td>400,000</td></tr><tr><td>Robert Jewson</td><td>18,062,220</td><td>12,500,000²</td><td>Nil</td></tr></table> Notes: - Fully paid ordinary shares in the capital of the Company (ASX:FTL). - Unquoted options with an exercise price of \$0.10, expiring 25 March 2027	RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UN DILUTED	FULLY DILUTED	Glenn Poole	279,045	Nil	9,350,000	0.073%	2.53%	Simon Lawson	2,100,925	Nil	400,000	0.55%	0.66%	Robert Jewson	17,062,220	12,500,000 ²	Nil	4.49%	7.78%	RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Glenn Poole	1,279,045	Nil	9,350,000	Simon Lawson	3,100,925	Nil	400,000	Robert Jewson	18,062,220	12,500,000 ²	Nil
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Robert Jewson	18,062,220	12,500,000 ²	Nil																																						
Dilution	If the Shares issued under these Resolutions are exercised, a total of 3,000,000 Shares would be issued. This will increase the number of Shares on issue from 380,027,975 (being the total number of Shares on issue as at the date of this Notice) to 383,027,975 (assuming that no other Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of																																								

REQUIRED INFORMATION	DETAILS												
	existing Shareholders would be diluted by an aggregate of 0.783%, comprising 0.261% by Glenn Poole, 0.261% by Simon Lawson, and 0.261% by Robert Jewson.												
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.13</td><td>1 Nov 2024</td></tr><tr><td>Lowest</td><td>\$0.043</td><td>31 May 2024</td></tr><tr><td>Last</td><td>\$0.087</td><td>5 June 2025</td></tr></table>		PRICE	DATE	Highest	\$0.13	1 Nov 2024	Lowest	\$0.043	31 May 2024	Last	\$0.087	5 June 2025
	PRICE	DATE											
Highest	\$0.13	1 Nov 2024											
Lowest	\$0.043	31 May 2024											
Last	\$0.087	5 June 2025											
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.												
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.												
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.												

4. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS TO JOINT LEAD MANAGERS

4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 10,000,000 Options, with an exercise price of \$0.10 each and expiry date of two years from the date of approval, in consideration for services provided by the Joint Lead Managers (**Broker Options**).

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. 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 and the Company may be required to compensate the Joint Lead Managers in cash.

4.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	708 Capital Pty Ltd and Euroz Hartleys Limited. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 10,000,000 Options will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The 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 Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for lead manager services provided by the Joint Lead Managers.
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 capital raising engagement agreement with the Joint Lead Managers.
Summary of material terms of agreement to issue	The Securities are being issued under the capital raising engagement agreement with the Joint Lead Managers, a summary of the material terms of which are set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 6 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

This Resolution seeks the approval of Shareholders for the Company to change its name to "Mammoth Minerals Limited".

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if this Resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change. If this Resolution is passed the change of name will take effect when ASIC alters the details of the Company's registration.

6. RESOLUTION 7 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR EXCELSIOR PROJECT ACQUISITION

6.1 Background to the Resolution

6.1.1 Acquisition of the Excelsior Project

As announced on 2 June 2025, the Company entered into an agreement with Athena Gold Corporation (BC1535066) (**Athena**) and Nubian Resources (USA) Limited (**Excelsior Option Agreement**) in which the Company was granted the option to acquire 80% of the Excelsior Springs Project (**Excelsior Project**), located in Nevada, USA.

6.1.2 Overview of the Excelsior Project

The Excelsior Project is comprised of approximately 220 mining claims (**Excelsior Claims**). The Excelsior Project is located in Nevada within the Walker Lane Trend, which has produced over 40Moz of gold. The Trend hosts multiple past, current and pre-development gold mines including the AngloGold Ashanti Silicon/Merlin Project, Kinross Gold Corp.'s Round Mountain Mine, and the Comstock Project

The Excelsior Project has a history of high-grade production. Modern exploration has defined a target area with a current strike length of 3.5km and a width of 200-400m of

intense silica and clay alteration and has reported multiple significant high-grade gold drill intercepts which warrant follow-up exploration. Geophysics, lithology mapping, and sampling supports further mineralised trends across the wider mineral claim.

Further information in relation to the Excelsior Project is set out in the ASX announcement released on 2 June 2025.

6.1.3 Excelsior Option Agreement

Pursuant to the Excelsior Option Agreement, the Company has the exclusive option to acquire 80% of the Excelsior Claims (**Excelsior Acquisition**).

A summary of the material terms and conditions of the Excelsior Option Agreement is set out below.

Consideration	The consideration payable for the Excelsior Acquisition comprises: (a) payment of \$200,000 in cash; and (b) the issue of 32,000,000 Shares (Excelsior Consideration Shares), to Athena (or its nominee) on completion of the Acquisition (Completion). The issue of the Excelsior Consideration Shares is subject to shareholder approval.
Conditions precedent	Completion is subject to and conditional upon the satisfaction (or waiver) of the conditions precedent including: (a) the Company obtaining all necessary regulatory and third-party approvals including shareholder approval for the issue the Excelsior Consideration Shares to Athena; and (b) the parties entering into a formal joint venture agreement to take effect from Completion.
Other terms	The Excelsior Option Agreement is otherwise on standard terms and conditions for an agreement of its nature.

6.1.4 Purpose of the Resolution

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Excelsior Consideration Shares to Athena in consideration for the Excelsior Acquisition.

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If this Resolution is not passed, the Company will not be able to proceed with the issue, at which point the Company may elect to pay Athena the value in cash of the Consideration Shares, the value being calculated using the 5-day volume weighted average price of the Company's shares at the time of Company's election.

6.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Athena Gold Corporation (BC1535066) (or its nominee). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	32,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for the Excelsior Acquisition.
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 Athena Option Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Excelsior Option Agreement, a summary of the material terms of which is set out in Section 6.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTION 8 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR BELLA PROJECT ACQUISITION

7.1 Background to the Resolution

7.1.1 Acquisition of the Bella Project

As announced on 2 June 2025, the Company entered into an agreement with Badlands Resources Incorporated (TSXV:BLDS) (**Badlands**) (**Bella Option Agreement**) in which the Company was granted the option to acquire 100% of the Bella Project (**Bella Project**), located in South Dakota, USA.

7.1.2 Overview of the Bella Project

The Bella Project is comprised of approximately 400 mining claims (**Bella Claims**). The Bella Project is located in South Dakota within the Homestake Gold Belt, which hosts ~85Moz Au of historic and current production. Stratigraphic correlation with the Homestake Mine has concluded that the Banded Iron Formation sequences at the Bella Project are the pre-tectonic strike extension of the Homestake Mine Sequence. In other words, prior to faulting and offset, the Bella Project was part of the Homestake Mine sequence.

The mineralisation is typically focused around structurally thickened hinges of Banded Iron Formations with enriched zones observed to host substantial amounts of pyrrhotite.

Further information in relation to the Bella Project is set out in the ASX announcement released on 2 June 2025.

7.1.3 Bella Option Agreement

Pursuant to the Bella Option Agreement, the Company has the exclusive option to acquire 100% of the Bella Claims (**Bella Acquisition**).

A summary of the material terms and conditions of the Bella Option Agreement is set out below.

Consideration	The consideration payable for the Bella Acquisition comprises: (a) payment of \$600,000 in cash; and (b) the issue of 17,000,000 Shares (Bella Consideration Shares) to Badlands (or its nominee) on completion of the Acquisition (Completion). The issue of the Bella Consideration Shares is subject to shareholder approval.
Conditions precedent	Completion is subject to and conditional upon the satisfaction (or waiver) of the conditions precedent including: (a) The Company obtaining all necessary regulatory and third-party approvals including shareholder approval for the issue of the Bella Consideration Shares to Badlands; (b) The necessary parties having executed any and all land access agreements required in order for the Company to lawfully undertake activities on the Bella Claims; and (c) The parties entering into deeds of assignment and assumption pursuant to which the Company assumes obligations under existing royalty agreements.
Other terms	The Bella Option Agreement is otherwise on standard terms and conditions for an agreement of its nature.

7.1.4 Purpose of the Resolution

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 17,000,000 Shares in consideration for the Bella Acquisition.

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue 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. 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.

7.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Badlands Resources Incorporated (TSXV:BLDS) The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	17,000,000 Shares.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the	The Company expects to issue the Securities within 5

REQUIRED INFORMATION	DETAILS
Securities will be issued	Business Days of the Meeting. In any event, the Company will not issue any Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Securities will be issued at a nil issue price, in consideration for the acquisition of the Bella Claims.
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 Bella Option Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the Bella Option Agreement, a summary of the material terms of which is set out in Section 8.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

8. RESOLUTIONS 9 TO 11 – APPROVAL TO ISSUE ZEPOS TO DIRECTORS

8.1 General

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 38,000,000 ZEPOs to Glenn Poole, Simon Lawson, and Robert Jewson (or their nominees) (**Related Parties**) on the terms and conditions set out below (**ZEPOs**).

RECIPIENT	TRANCHE 1 ZEPOs	TRANCHE 2 ZEPOs	TRANCHE 3 ZEPOs	TRANCHE 4 ZEPOs	TOTAL ZEPOs	RESOLUTION	EXPIRY DATE
Glenn Poole (or his nominee(s))	5,000,000	5,000,000	5,000,000	5,000,000	20,000,000	Resolution 9	The date that is 3 years from the date of issue
Simon Lawson (or his nominee(s))	2,000,000	2,000,000	2,000,000	2,000,000	8,000,000	Resolution 10	The date that is 3 years from the date of issue
Robert Jewson (or his nominee(s))	2,500,000	2,500,000	2,500,000	2,500,000	10,000,000	Resolution 11	The date that is 3 years from the date of issue
Total	9,500,000	9,500,000	9,500,000	9,500,000	38,000,000		

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

The ZEPOs will vest upon satisfaction of the following vesting conditions:

- Tranche 1 ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.18 per Share;
- Tranche 2 ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.24 per Share;
- Tranche 3 ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.30 per Share; and
- Tranche 4 ZEPOs:** will vest upon the Company achieving an exploration milestone of 750koz at 1.5g/t Au equivalence within three years from the date of issue,

(each a **Vesting Condition**).

8.2 Director Recommendation

Each Director has a material personal interest in the outcome of Resolutions 9 to 11 on the basis that all of the Directors (or their nominees) are to be issued ZEPOs should Resolutions 9 to 11 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 9 to 11 of this Notice.

8.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 3.3 above.

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

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

8.4 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 3.4 above.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

8.5 Technical information required by Listing Rule 14.1A

If Resolutions 9 to 11 are passed, the Company will be able to proceed with the issue of ZEPOs 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 of ZEPOs (because approval is being obtained under Listing Rule 10.11), the issue of ZEPOs will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of ZEPOs to the Related Parties and may have to use other methods to remunerate and retain the Related Parties which may not be as cost effective for the Company.

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

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 8.1 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 ZEPOs to be issued (being the nature of the financial benefit proposed to be given) is 38,000,000 ZEPOS which will be allocated are set out in the table included at 8.1 above.
Terms of Securities	The ZEPOs will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company

REQUIRED INFORMATION	DETAILS
issued	will not issue any Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The ZEPOs will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of Related Parties in their roles as Directors and to provide a cost effective way from the Company to remunerate the Related Parties, 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 Related Parties.
Consideration of type of Security to be issued	The ZEPOs are unquoted Options. The Company has agreed to issue the ZEPOs to the Related Parties for the following reasons: (a) the ZEPOs are unquoted, therefore the issue of the ZEPOs has no immediate dilutionary impact on Shareholders; (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of ZEPOs is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the ZEPOs to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; (c) the issue of ZEPOs is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs on the terms proposed.
Consideration of quantum of Securities to be issued	The number of ZEPOs to be issued has been determined based upon a consideration of: (a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company; (b) the remuneration of the Related Parties; and (c) incentives to attract and retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the

REQUIRED INFORMATION	DETAILS																																												
	Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs upon the terms proposed.																																												
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 2025</th><th>PREVIOUS FINANCIAL YEAR ENDED 2024</th></tr><tr><td>Glenn Poole¹</td><td>\$312,200</td><td>-</td></tr><tr><td>Simon Lawson</td><td>\$42,000</td><td>\$42,000</td></tr><tr><td>Robert Jewson²</td><td>\$90,000</td><td>-</td></tr></table> ¹ Glenn Poole was appointed Chief Executive Officer on 4 July 2024 and Managing Director on 19 September 2024 and is entitled to receive \$280,000 per annum (plus the minimum statutory superannuation). ² Robert Jewson was appointed as Non-Executive Chairman on 29 November 2024 and is entitled to receive \$90,000 per annum (including the minimum statutory superannuation)	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 2025	PREVIOUS FINANCIAL YEAR ENDED 2024	Glenn Poole ¹	\$312,200	-	Simon Lawson	\$42,000	\$42,000	Robert Jewson ²	\$90,000	-																																
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Glenn Poole ¹	\$312,200	-																																											
Simon Lawson	\$42,000	\$42,000																																											
Robert Jewson ²	\$90,000	-																																											
Valuation	The value of the Securities and the pricing methodology is set out in Schedule 3.																																												
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.																																												
Interest in Securities	The relevant interests of the Related Parties in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UN DILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Glenn Poole</td><td>279,045</td><td>Nil</td><td>9,350,000</td><td>0.073%</td><td>2.53%</td></tr><tr><td>Simon Lawson</td><td>2,100,925</td><td>Nil</td><td>400,000</td><td>0.55%</td><td>0.66%</td></tr><tr><td>Robert Jewson</td><td>17,062,220</td><td>12,500,000²</td><td>Nil</td><td>4.49%</td><td>7.78%</td></tr></table> Post issue of ZEPOs <table><tr><th>RELATED PARTY</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>ZEPOs</th></tr><tr><td>Glenn Poole</td><td>279,045</td><td>Nil</td><td>9,350,000</td><td>20,000,000</td></tr><tr><td>Simon Lawson</td><td>2,100,925</td><td>Nil</td><td>400,000</td><td>8,000,000</td></tr><tr><td>Robert Jewson</td><td>17,062,220</td><td>12,500,000²</td><td>Nil</td><td>10,000,000</td></tr></table> Notes: 1 Fully paid ordinary shares in the capital of the Company (ASX:FTL).	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UN DILUTED	FULLY DILUTED	Glenn Poole	279,045	Nil	9,350,000	0.073%	2.53%	Simon Lawson	2,100,925	Nil	400,000	0.55%	0.66%	Robert Jewson	17,062,220	12,500,000 ²	Nil	4.49%	7.78%	RELATED PARTY	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	ZEPOs	Glenn Poole	279,045	Nil	9,350,000	20,000,000	Simon Lawson	2,100,925	Nil	400,000	8,000,000	Robert Jewson	17,062,220	12,500,000 ²	Nil	10,000,000
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REQUIRED INFORMATION	DETAILS
	2 Unquoted options with an exercise price of \$0.10, expiring 25 March 2027
Dilution	If the ZEPOs issued under these Resolutions are exercised, a total of 38,000,000 Shares would be issued. This will increase the number of Shares on issue from 380,027,975 (being the total number of Shares on issue as at the date of this Notice) to 418,027,975 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 9.09%, comprising 4.78% by Glenn Poole, 2.39% by Simon Lawson, and 1.91% by Robert Jewson.
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out in Section 3.6.
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.

GLOSSARY

\$ means Australian dollars.

30 Day VWAP means the volume weighted average price per Share calculated over the 30 days on which sales in the Company's ordinary shares are recorded before the day on which the calculation is made.

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.

Chair means the chair of the Meeting.

- (a) **Closely Related Party** of a member of the Key Management Personnel means: 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

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 Firetail Resources Limited (ACN 651 057 822).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Proxy Form means the proxy form accompanying the Notice.

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, ZEPO, Performance Right, or Performance Share (as applicable).

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

Shareholder means a registered holder of a Share.

VWAP means the volume weighted average price.

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

ZEPO means zero exercise price options.

SCHEDULE 1– TERMS AND CONDITIONS OF BROKER OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) An Optionholder shall be entitled to attend any meeting of the members of the Company, but is not entitled to vote at any meeting of the members of the Company unless they are, in addition to being an Optionholder, a member of the Company.
- (c) The Options will expire two (2) years from the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each Option will be AUD\$0.10 (**Exercise Price**).
- (e) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000,000 must be exercised on each occasion.
- (f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price in respect of the number of Options being exercised,

(Exercise Notice).
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within five Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company shall:
 - (i) allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice;
 - (ii) record the Optionholder as the holder of those Shares in its register of members; and
 - (iii) deliver holding statements in respect of those Shares to the Optionholder.
 - (iv) All Shares allotted upon the exercise of Options will upon allotment rank *pari passu* in all respects with other Shares.
- (i) The Options are not transferable.
- (j) The Options do not entitle the Optionholder to any dividend or distribution rights or any rights on liquidation or winding up of the Company.
- (k) The Company will not apply for quotation of the Options on ASX.
- (l) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within three Business Days after the date of allotment of those Shares.
- (m) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (n) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least seven Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.
- (p) In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issues of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.

SCHEDULE 2 – TERMS AND CONDITIONS OF ZEPOS

Key terms

(a) **Entitlement**

Each ZEPO entitles the holder to subscribe for one Share upon exercise of the ZEPO.

(b) **Exercise price**

No consideration is payable upon the exercise of each ZEPO.

(c) **Expiry Date**

Each ZEPO will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**).

Any ZEPO not exercised on or before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

The ZEPOs will vest upon satisfaction of the following vesting conditions:

- (i) **Tranche 1 ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.18 per Share;
- (ii) **Tranche 2 ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.24 per Share;
- (iii) **Tranche 3 ZEPOs:** will vest upon the Company achieving a 30 Day VWAP which is equal to or greater than \$0.30 per Share; and
- (iv) **Tranche 4 ZEPOs:** will vest upon the Company achieving an exploration milestone of 750koz at 1.5g/t Au equivalence.

(each a **Vesting Condition**).

(e) **Exercise Period**

Once vested, the ZEPOs are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Vesting on a change of control**

Where there is a change of control, all Vesting Conditions are deemed to be automatically waived and advised by written notice to the holder.

(g) **Notice of Exercise**

The ZEPOs may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the ZEPO certificate (**Exercise Notice**).

(h) **Exercise Date**

An Exercise Notice is only effective on and from the date of receipt of the Exercise Notice (**Exercise Date**).

(i) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of ZEPOs specified in the Notice of Exercise;
- (ii) 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

- (iii) 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 ZEPOs.

If a notice delivered under (j)(ii) 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.

(j) **Shares issued on exercise**

Shares issued on exercise of the ZEPOs rank equally with the then issued shares of the Company.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the ZEPOs, and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the ZEPOs without exercising the ZEPOs.

(m) **Deferral of conversion if resulting in a prohibited acquisition of Shares**

If the issue of a Share pursuant to an Exercise Notice would result in any person being in contravention of section 606(1) of the Corporations Act (**General Prohibition**) then the exercise of that ZEPO shall be deferred until such later time or times that the exercise of that ZEPO would not result in a contravention of the General Prohibition. In assessing whether an exercise of a ZEPO would result in a contravention of the General Prohibition:

- (i) holders may give written notification to the Company if they consider that the exercise of a ZEPO 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 exercise of a ZEPO will not result in any person being in contravention of the General Prohibition; and
- (ii) 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 (i) within 7 days if the Company considers that the exercise of a ZEPO 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 exercise of a ZEPO will not result in any person being in contravention of the General Prohibition.

(n) **Change in exercise price**

A ZEPO does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the ZEPO can be exercised.

(o) **Transferability**

The ZEPOs are not transferable. The ZEPOs may also be subject to restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(p) **Deferred Taxation**

Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies to the ZEPO offer.

SCHEDULE 3 – VALUATION OF ZEPOS

The ZEPOs to be issued to the Directors pursuant to Resolutions 9 to 11 have been valued by internal management. Using a standard valuation model and based on the assumptions set out below, the ZEPOs were ascribed the following value:

	TRANCHE 1 ZEPOS	TRANCHE 2 ZEPOS	TRANCHE 3 ZEPOS	TRANCHE 4 ZEPOS
Number of ZEPOs	9,500,000	9,500,000	9,500,000	9,500,000
Assumed Likelihood of Vesting	60%	40%	20%	20%
Share price at assumed grant date (\$)	0.08	0.08	0.08	0.08
Exercise price (\$)	nil	nil	nil	nil
VWAP hurdle (\$)	0.18	0.24	0.30	Exploration Milestone
Fair value per right, rounded (\$)	0.05	0.03	0.02	0.02
Value per Tranche (\$)	456,000	304,000	152,000	152,000

	GLENN POOLE	ROBERT JEWSON	SIMON LAWSON
Tranche 1 ZEPOs			
Fair value (\$)			
Number	5,000,000	2,500,000	2,000,000
Total Tranche 1 value (\$)	240,000	120,000	96,000
Tranche 2 ZEPOs			
Fair value (\$)			
Number	5,000,000	2,500,000	2,000,000
Total Tranche 2 value (\$)	160,000	80,000	64,000
Tranche 3 ZEPOs			
Fair value (\$)			
Number	5,000,000	2,500,000	2,000,000
Total Tranche 3 value (\$)	80,000	40,000	32,000
Tranche 4 ZEPOs			
Fair value (\$)			
Number	5,000,000	2,500,000	2,000,000
Total Tranche 4 value (\$)	80,000	40,000	32,000
Total value (\$)	560,000	280,000	224,000



2 July 2025

INVESTOR NAME(S) <DESIGNATION>
C/O EXAMPLE LTD
PO BOX 0000
MELBOURNE VIC 3000

SAVE TIME & VOTE ONLINE:

Go to the address below or scan the QR code.

 registrydirect.com.au/investor



HIN/SRN: <SRN/HIN>

PROXY FORM

Please complete and return this form if you wish to appoint a proxy and/or direct how you want your votes cast at the General Meeting of Firetail Resources Limited (ABN 67 651 057 822) (the Company) to be held at 11:00 a.m. AWST on Thursday, 31 July 2025 at Level 8, London House, 216 St Georges Terrace, Perth, WA, 6000 and at any adjournment or postponement of the meeting. This form must be completed and returned by 11:00 a.m. AWST on Tuesday, 29 July 2025.

Alternatively, you can appoint a proxy and/or direct how you want your votes cast online at <https://www.registrydirect.com.au/investor/>.

Step 1 - Appoint your Proxy

I/We are or represent a member/s of Firetail Resources Limited and entitled to attend and vote hereby appoint:

☐

the Chair of
the Meeting (mark
box with 'X')

OR

Write here the name of the person (or body corporate)
you are appointing if this person is someone other than
the Chair of the Meeting

or failing attendance at the meeting of the person or body corporate named above, or if no person is named, the Chair of the Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as he or she sees fit, at the General Meeting of Firetail Resources Limited to be held at 11:00 a.m. AWST on Thursday, 31 July 2025 at Level 8, London House, 216 St Georges Terrace, Perth, WA, 6000 and at any adjournment or postponement of the meeting.

This form authorises our proxy to vote on the lesser of

☐

all our securities

OR

☐

_____ securities

The Chair of the Meeting intends to vote all available proxies in the manner set out with each Resolution.

Step 2 - Direct how your votes are to be cast

Resolution 1

RATIFICATION OF PRIOR ISSUE OF SHARES
UNDER LISTING RULE 7.1

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 2

APPROVAL FOR PARTICIPATION OF
DIRECTOR IN PLACEMENT - GLENN POOLE

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 3

APPROVAL FOR PARTICIPATION OF
DIRECTOR IN PLACEMENT - SIMON LAWSON

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 4

APPROVAL FOR PARTICIPATION OF
DIRECTOR IN PLACEMENT - ROBERT
JEWSON

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 5

APPROVAL TO ISSUE OPTIONS TO JOINT
LEAD MANAGERS

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 6

CHANGE OF COMPANY NAME

Resolution type: **Special**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 7

APPROVAL TO ISSUE SHARES IN
CONSIDERATION FOR ACQUISITION OF
EXCELSIOR PROJECT

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 8

APPROVAL TO ISSUE SHARES IN
CONSIDERATION FOR ACQUISITION OF
BELLA PROJECT

Resolution type: **Ordinary**

Board recommendation: **For**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 9

ISSUE OF ZEPOS TO DIRECTOR - GLENN
POOLE

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 10

ISSUE OF ZEPOS TO DIRECTOR - SIMON
LAWSON

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Resolution 11

ISSUE OF ZEPOS TO DIRECTOR - ROBERT
JEWSON

Resolution type: **Ordinary**

Board recommendation: **Not provided**

Chair's voting intention: **For**

FOR

☐

AGAINST

☐

ABSTAIN

☐

PROXY'S DISCRETION

☐

Step 3 - Sign this form

Shareholder 1 (individual)

Sole Director & Sole Company Secretary

Joint Shareholder 2 (individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (individual)

Director

Date

Contact name

Mobile number

Email

By providing an email you agree to receive future communications electronically

SIGNING INSTRUCTIONS FOR THE PROXY FORM

Individual:

Where the holder is an individual, the security holder must sign.

Joint holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you are executing the Proxy Form under a Power of Attorney and have not previously supplied a copy, please attach a certified copy of the Power of Attorney to the Proxy Form when you return it.

Companies:

When the holder is a company, and the company has a sole director who is also the sole company secretary, the Proxy 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 the Proxy Form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held and delete titles as applicable.

RETURNING THE PROXY FORM

Please note our preference is you appoint your proxy and direct how you require your vote/s be cast online. If you perform these actions online, you will not need to complete or return the Proxy Form. You can complete these actions by logging in to your account at www.registrydirect.com.au/investor.

You can return the Proxy Form by:



EMAIL:

vote@registrydirect.com.au



POST:

PO Box 572
Sandringham VIC 3191



FAX:

+61 3 9111 5652