



DIABLO RESOURCES LIMITED
ACN 649 177 677
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am AWST
DATE: 10 September 2025
PLACE: Level 2, 10 Outram Street
WEST PERTH WA 6005

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AWST on 8 September 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – 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 20,267,381 Shares on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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 12,732,619 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE ATTACHING PLACEMENT OPTIONS TO PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 16,500,000 free attaching Options, on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,500,000 Lead Manager Options to Argonaut Securities Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR DIRECTOR TO RECEIVE SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES – PAUL LLOYD

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Shares and 1,153,846 Options, to Paul Lloyd (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL FOR DIRECTOR TO RECEIVE SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES – BARNABY EGERTON-WARBURTON

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,388,887 Shares and 694,443 Options, to Barnaby Egerton-Warburton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL FOR DIRECTOR TO RECEIVE SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES – GREG SMITH

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,388,750 Shares and 694,375 Options, to Greg Smith (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – APPROVAL TO ISSUE REMUNERATION-SACRIFICE SECURITIES TO CEO

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 3,333,333 Shares, and 1,666,666 Options on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES

To consider and, if thought fit, to pass, 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 50,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Dated this 12th day of August 2025.

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:

Resolutions 1 and 2 – Ratification of prior issue of Placement Shares - Listing Rules 7.1 and 7.1A	Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to issue free attaching Placement Options	Placement Participants, their nominees, or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Lead Manager Options	Argonaut Securities Pty Ltd (or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval for Director to Receive Shares and Options in lieu of Directors Fees – Paul Lloyd	Paul Lloyd (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 6 – Approval for Director to Receive Shares and Options in lieu of Directors Fees – Barnaby Egerton-Warburton	Barnaby Egerton-Warburton (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval for Director to Receive Shares and Options in lieu of Directors Fees – Greg Smith	Greg Smith (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to Issue Remuneration-Sacrifice Securities to CEO	Lyle Thorne (or his nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 9 – Approval to issue Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6313 7837.

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 4

1.1 Placement

As announced on 11 July 2025, the Company has received firm commitments from new and existing professional and sophisticated investors to raise \$396,000 (before costs) via a two-tranche placement of 33,000,000 Shares at an issue price of \$0.012 per Share together with 16,500,000 free attaching Options (**Placement**).

The Placement will be undertaken in two tranches, comprising the following:

- (a) a total of 33,000,000 Shares issued to unrelated professional and sophisticated investors under of the Placement (**Placement Participants**) pursuant to the Company's Listing Rule 7.1 and 7.1A placement capacities; and
- (b) a total of 16,500,000 free attaching Options to Placement Participants, to be issue as one free attaching Option for every two Shares subscribed for under the Placement, and issued subject to Shareholder approval under Tranche 2 of the Placement.

1.2 Lead Manager

The Company appointed Argonaut Securities Pty Ltd (**Argonaut**) as lead manager of the Placement. Pursuant to the lead manager mandate entered into with Argonaut (**Lead Manager Mandate**), the Company agreed to pay/issue (as applicable):

- (a) a capital raising fee of 6% of the gross proceeds raised under the Placement; and
- (b) subject to shareholder approval, 3,500,000 Options to Argonaut (or its nominees) exercisable at \$0.024 per Option three years from the date of issue (**Lead Manager Options**) (the subject of Resolution 4).

The Lead Manager Mandate is otherwise on customary terms and conditions standard for an agreement of its type.

1.3 Use of funds

Proceeds raised under the Placement will be used to advance exploration at the Phoenix Copper Project.

For further information in respect of the Phoenix Copper Project, refer to the Company's ASX announcement dated 23 June 2025.

1.4 General

On 18 July 2025, the Company completed the issue of 33,000,000 Shares under of the Placement, utilising its existing placement capacities under Listing Rules 7.1 (20,267,381 Shares) and 7.1A (12,732,619 Shares).

The free attaching Options to be issued to all investors under the Placement are exercisable at \$0.024 each 3 years from the date of issue and otherwise on the terms and conditions set out in Schedule 1.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 33,000,000 Shares issued under the Placement.

2.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2024.

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

2.3 Listing Rule 7.4

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

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

2.4 Technical information required by Listing Rule 14.1A

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

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

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Institutional, professional and sophisticated investors who were identified through a bookbuild process, which involved Argonaut seeking expressions of interest to participate in the Placement from unrelated sophisticated and professional investors. 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	33,000,000 Shares were issued on the following basis: (a) 20,267,381 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 12,732,619 Shares were issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and

REQUIRED INFORMATION	DETAILS
	conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	18 July 2025
Price or other consideration the Company received for the Securities	\$0.012 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	To raise capital to advance exploration at the Phoenix Copper Project.
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 these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE ATTACHING PLACEMENT OPTIONS

3.1 General

As set out in Section 1.1 above, the Company has agreed to issue one (1) free attaching Option for every two (2) Shares issued under the Placement, subject to Shareholder approval.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 16,500,000 attaching Options to the Placement Participants.

3.2 Listing Rule 7.1

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. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Options.

3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Placement Participants who are professional and sophisticated investors who were identified through a bookbuild process, which involved the Argonaut seeking expressions of interest to participate in the capital raising from non-related parties of the Company. 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	16,500,000 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 Options within 5 Business Days of the Meeting. In any event, the Company will not issue any 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	Nil as the Options are being issued as free attaching to Shares under the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	To satisfy the Company's obligations to the Placement Participants.
Summary of material terms of agreement to issue	The Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

4.1 General

As set out in Section 1.2 above, the Company has agreed to issue the Lead Manager Options to Argonaut (or its nominee(s)) in part consideration for acting as lead manager of the Placement.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 3,500,000 Lead Manager Options to Argonaut (or its nominees(s)).

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

4.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue.

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	Argonaut (or its nominee(s)).
Number of Securities and class to be issued	3,500,000 Lead Manager Options.
Terms of Securities	The Lead Manager 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 Lead Manager Options within 5 Business Days of the Meeting. In any

REQUIRED INFORMATION	DETAILS
	event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nominal subscription price of \$0.00001 per Lead Manager Option, in part consideration for acting as lead manager of the Placement.
Summary of material terms of agreement to issue	The Lead Manager Options are being issued to Argonaut under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTIONS 5 TO 7 – APPROVAL FOR DIRECTORS TO RECEIVE SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES

5.1 General

In order to preserve the Company's cash reserves, the Directors of the Company, Paul Lloyd, Barnaby Egerton-Warburton and Greg Smith (**Related Parties**), have agreed to receive Shares and Options in lieu of Directors fees accrued up to 30 June 2025 (**Remuneration-Sacrifice Securities**). The Remuneration-Sacrifice Securities will be issued on the same terms as Securities were issued to the Placement Participants under the Placement. That is, in lieu of paying Director fees owing in cash, the Company will issue Shares at an issue price of \$0.012 per Share, with one attaching Option for each two Shares issued on conversion, being on the same terms as Securities issued to Placement Participants in the Placement.

Accordingly, Resolutions 5, 6 and 7 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of an aggregate of 5,277,637 Shares and 2,638,818 free attaching Options to the Related Parties, comprising:

- (a) 2,500,000 Shares and 1,250,000 Options to Paul Lloyd (or his nominee(s)) (the subject of Resolution 5);
- (b) 1,388,887 Shares and 694,443 Options to Barnaby Egerton-Warburton (or his nominee(s)) (the subject of Resolution 6); and
- (c) 1,388,750 Shares and 694,375 Options to Greg Smith (or his nominee(s)) (the subject of Resolution 7),

on the terms set out below.

5.2 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 proposed issue of Remuneration-Sacrifice Securities to each of the Related Parties (and/or their nominees) will result in the issue of Shares and Options which constitutes giving a financial benefit and Messrs Lloyd, Egerton-Warburton, and Smith are related parties of the Company by virtue of being Directors.

In respect of Resolution 5, the Directors (other than Mr Lloyd who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of Remuneration-Sacrifice Securities to Mr Lloyd, because the agreement to issue the Remuneration-Sacrifice Securities, reached as part of the remuneration package for Mr Lloyd, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

In respect of Resolution 6, the Directors (other than Mr Egerton-Warburton who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of Remuneration-Sacrifice Securities to Mr Egerton-Warburton, because the agreement to issue the Remuneration-Sacrifice Securities, reached as part of the remuneration package for Mr Egerton-Warburton, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

In respect of Resolution 7, the Directors (other than Mr Smith who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of Remuneration-Sacrifice Securities to Mr Smith, because the agreement to issue the Remuneration-Sacrifice Securities, reached as part of the remuneration package for Mr Smith, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 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 Remuneration-Sacrifice Securities to each of the Related Parties (and/or their nominees) 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.

Resolutions 5 to 7 seek Shareholder approval for the issue of Remuneration-Sacrifice Securities to each of the Related Parties (and/or their nominees) under and for the purposes of Listing Rule 10.11.

5.4 Technical information required by Listing Rule 14.1A

If Resolutions 5 to 7 are passed, the Company will be able to proceed with the issue of the Remuneration-Sacrifice Securities to each of the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will conserve the Company's cash reserves which will be used to advance exploration at the Phoenix Copper Project. 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 Resolutions 5 to 7 are not passed, the Company will not be able to proceed with the issue of the Remuneration-Sacrifice Securities to each of the Related Parties and the

Company will be required to make a cash payment for Director fees accrued up to 30 June 2025 for each of the Related Parties.

5.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS																
Name of the person to whom Securities will be issued	The Related Parties (or their nominee(s)).																
Categorisation under Listing Rule 10.11	The Related Parties fall within the category set out in Listing Rule 10.11.1 as they are related parties of the Company by virtue of being Directors. Any nominee(s) of the Related Parties who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.																
Number of Securities and class to be issued	A total of 5,277,637 Shares and 2,638,818 Options issued to the Related Parties as set out in Section 5.1.																
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. 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 Shares and Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares or 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 Remuneration-Sacrifice Securities will be issued to the Related Parties in lieu of cash salaries payable as a means of preserving the Company's cash reserves. The Shares will be issued at \$0.012 per Share and nil per Option as the Options will be issued free attaching with the Shares on a 1 for 2 basis.																
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued Director fees owed to each of the Related Parties up to 30 June 2025.																
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 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024</th></tr><tr><td>Paul Lloyd</td><td>\$60,000¹</td><td>\$83,787⁴</td><td>\$60,000⁷</td></tr><tr><td>Barnaby Egerton-Warburton</td><td>\$40,000²</td><td>\$46,607⁵</td><td>\$40,000⁸</td></tr><tr><td>Greg Smith</td><td>\$40,000³</td><td>\$51,893⁶</td><td>\$40,000⁹</td></tr></table> Notes: 1. Comprising Directors' fees/salary of \$60,000. 2. Comprising Directors' fees/salary of \$40,000. 3. Comprising Directors' fees/salary of \$40,000.	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024	Paul Lloyd	\$60,000 ¹	\$83,787 ⁴	\$60,000 ⁷	Barnaby Egerton-Warburton	\$40,000 ²	\$46,607 ⁵	\$40,000 ⁸	Greg Smith	\$40,000 ³	\$51,893 ⁶	\$40,000 ⁹
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024														
Paul Lloyd	\$60,000 ¹	\$83,787 ⁴	\$60,000 ⁷														
Barnaby Egerton-Warburton	\$40,000 ²	\$46,607 ⁵	\$40,000 ⁸														
Greg Smith	\$40,000 ³	\$51,893 ⁶	\$40,000 ⁹														

REQUIRED INFORMATION	DETAILS												
	4. Comprising Directors' fees/salary of \$60,000 and share-based payments of \$23,787. 5. Comprising Directors' fees/salary of \$40,000 and share-based payments of \$6,607. 6. Comprising Directors' fees/salary of \$60,000 and share-based payments of \$11,893. 7. Comprising Directors' fees/salary of \$60,000. 8. Comprising Directors' fees/salary of \$40,000. 9. Comprising Directors' fees/salary of \$40,000.												
Valuation	The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.012 per Share. <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Paul Lloyd</td><td>2,500,000</td><td>\$30,000</td></tr><tr><td>Barnaby Egerton-Warburton</td><td>1,388,887</td><td>\$16,667</td></tr><tr><td>Greg Smith</td><td>1,388,750</td><td>\$16,665</td></tr></table>	RECIPIENT	SHARES	VALUE	Paul Lloyd	2,500,000	\$30,000	Barnaby Egerton-Warburton	1,388,887	\$16,667	Greg Smith	1,388,750	\$16,665
RECIPIENT	SHARES	VALUE											
Paul Lloyd	2,500,000	\$30,000											
Barnaby Egerton-Warburton	1,388,887	\$16,667											
Greg Smith	1,388,750	\$16,665											
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.												
Voting exclusion statement	A voting exclusion statement applies to Resolutions 5 to 7.												

6. RESOLUTION 8 – APPROVAL TO ISSUE REMUNERATION-SACRIFICE SECURITIES TO CEO

6.1 General

In order to preserve the Company's cash reserves, the CEO of the Company, Lyle Thorne has agreed to receive 3,333,333 Shares and 1,666,666 Options in lieu of a portion of his remuneration accrued up to 30 June 2025, subject to Shareholder approval.

6.2 Listing Rule 7.1

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

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

6.3 Technical information required by Listing Rule 14.1A

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

6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Lyle Thorne, the Company's CEO (or his nominee(s)).
Number of Securities and class to be issued	3,333,333 Shares and 1,666,666 Options will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. 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 Remuneration-Sacrifice Securities will be issued to Mr Thorne in lieu of his cash salary payable as a means of preserving the Company's cash reserves. The Shares will be issued at \$0.012 per Share and nil per Option as Options will be issued free attaching with the Shares on a 1 for 2 basis under the Placement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued fees owed to Mr Thorne up to 30 June 2025.
Summary of material terms of agreement to issue	The Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to Resolution 8.

7. RESOLUTIONS 9 – APPROVAL TO ISSUE SHARES

7.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the proposed issue of up to 50,000,000 Shares to professional and institutional investors at a to be determined issue price which will be based on a discount to the volume weighted average price of the Company's Shares calculated prior to the date on which the agreement to issue Shares is reached.

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

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

7.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the proposed 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 proposed issue. The Company will therefore not have the flexibility to raise additional funds for general working capital and ongoing exploration at the Phoenix Copper Project.

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	The Company expects that the Shares would be issued to professional and sophisticated investors who will be identified through a bookbuild process, which will involve

REQUIRED INFORMATION	DETAILS
which those persons were or will be identified/selected	the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
Number of Securities and class to be issued	Up to 50,000,000 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 proposed issue date is currently unknown. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The issue price will be equal to no more than a 25% discount to the 15-day volume weighted average price of the Company's Shares calculated prior to the date on which the agreement to issue is reached and otherwise no less than \$0.012 per share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue would be to raise capital, which the Company intends to allocate towards continued exploration at the Pheonix Copper Project and general working capital. For clarity, using the table in Section 7.4 below the Company may allocate 75% of funds raised under each scenario towards exploration at the Pheonix Copper Project and the remaining 25% to general working capital expenses.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7.4 Worked examples

Set out below are worked examples of the amount that may be raised based on the total number of Shares that may be issued if Shareholder approval is obtained under this Resolution. The table below is based on assumed issue prices of \$0.018, \$0.027 and \$0.032 per Share, being the closing price of Shares on 29 July 2025 (**Closing Price**) and the prices which are 50% higher and 75% higher than the Closing Price.

To calculate the maximum amount that may be raised, discounted figures of \$0.014, \$0.021 and \$0.024, have been used, being an issue price which is 75% of the volume weighted average prices set out below.

The Company also notes that, if the Company's Share price increases, the Company may consider reducing the number of Shares issued at the time the raise is undertaken which would reduce the dilution effect on Shareholders.

ASSUMED ISSUE PRICE	VWAP DISCOUNT (75% of VWAP) ¹	MAXIMUM NUMBER OF SHARES WHICH MAY BE ISSUED	CURRENT SHARES ON ISSUE AS AT THE DATE OF THIS NOTICE ²	MAXIMUM AMOUNT RAISED ASSUMING THE COMPANY ISSUED THE MAXIMUM NUMBER OF SHARES	DILUTION EFFECT ON EXISTING SHAREHOLDERS
\$0.018	\$0.014	50,000,000	168,115,874	\$675,000	22.92%
\$0.027	\$0.021	50,000,000	168,115,874	\$1,012,500	22.92%
\$0.032	\$0.024	50,000,000	168,115,874	\$1,200,000	22.92%

Notes

1. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.
2. There are currently 168,115,874 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to this Resolution (based on the assumed issue prices set out in the table).

GLOSSARY

\$ means Australian dollars.

Argonaut means Argonaut Securities Pty Ltd.

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.

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 Diablo Resources Limited (ACN 649 177 677).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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.

Lead Manager Options means the Options proposed to be issued to Argonaut under the Lead Manager Mandate and the subject of Resolution 4.

Lead Manager Mandate means the mandate between the Company and Argonaut in relation to the Placement, summarised in Section 1.2.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Participation has the meaning given to it in Section 5.1.

Placement has the meaning given to it in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 5.1.

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

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Placement Participants has the meaning given to it in Section 1.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each 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 Option will be \$0.024 (Exercise Price).
3.	Expiry Date	Each Option will expire on the date which is 3 years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent

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

Proxy Voting Form

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

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 08 September 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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