



ALTAIR MINERALS LIMITED
ACN 149 026 308

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 6 October 2025

Time of Meeting:
11:00am (AEDT)

Location:
Virtual meeting

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

ALTAIR MINERALS LIMITED

ACN 149 026 308

Registered office: Level 21, 459 Collins Street, Melbourne Victoria 3000

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of shareholders of Altair Minerals Limited (the “Company”) will be held as a virtual meeting on Monday, 6 October 2025 at 11:00am (AEDT) (“General Meeting” or “Meeting”).

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the Meeting virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the Meeting.

The virtual meeting can be attended using the following details:

When: Monday, 6 October 2025 at 11:00am (AEDT)

Topic: Altair Minerals Limited: General Meeting

Register in advance for the virtual meeting:

https://us06web.zoom.us/webinar/register/WN_pc0rzowwRtWYRMRO7eYSsA

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to admin@altairminerals.com.au. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the Meeting should monitor the Company's website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: ALR) and on its website at www.altairminerals.com.au.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.4

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

“That the prior issue of 250,000,000 Shares at \$0.004 (0.4 cents) per Share to unrelated new and existing strategic investors, on the terms and conditions set out in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 2: Approval to Issue Tranche 2 Placement Shares

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 500,000,000 Shares at \$0.004 (0.4 cents) per Share to unrelated new and existing strategic investors, on the terms and conditions set out in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 3: Approval to Issue Tranche 2 Placement Shares to Bilal Ahmad

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the issue of 37,500,000 Shares at an issue price of \$0.004 (0.4 cents) to Bilal Ahmad or his nominee(s) on the terms and conditions in the Explanatory Memorandum.”

Resolution 4: Approval to Issue Tranche 2 Placement Shares to Jamie Larmont

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the issue of 6,250,000 Shares at an issue price of \$0.004 (0.4 cents) to Jamie Larmont or his nominee(s) on the terms and conditions in the Explanatory Memorandum.”

Resolution 5: Approval to Issue Tranche 2 Placement Shares to Mordechai Benedikt

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve and authorise the issue of 6,250,000 Shares at an issue price of \$0.004 (0.4 cents) to Mordechai Benedikt or his nominee(s) on the terms and conditions in the Explanatory Memorandum.”

Resolution 6: Approval to Issue Performance Rights to an elected consultant of Adamantium

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

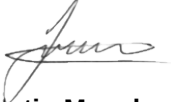
“That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 764,511,628 Performance Rights to an elected consultant of Adamantium (and/or its nominee(s)), on the terms and conditions set out in the Explanatory Statement which accompanied and formed part of this Notice”.

Resolution 7: Approval of Employee Securities Incentive Plan

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

"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Securities Incentive Plan and for the issue of a maximum of 180,000,000 securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

By order of the Board



Justin Mouchacca
Company Secretary

Dated: 5 September 2025

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the General Meeting. Only those persons will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

3. **Proxies**

All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Saturday, 4 October 2025 at 10:00am (AEST) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly encouraged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. **Asking questions**

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to admin@altairminerals.com.au. We will attempt to address the more frequently asked questions at the Meeting.

5. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. **How the Chair will vote undirected proxies**

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

7. **Voting Exclusion Statement:**

The Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolutions 1, 2, 3, 4, 5 and 6

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

- (a) Resolution 1: The Placement Participants or any other person who participated in the issue of the Placement Shares or an associate of that person or those persons.
- (b) Resolution 2: The Placement Participants or any other person who is expected to participate in the issue of the Placement Shares or an associate of that person or those persons.
- (c) Resolution 3: Bilal Ahmad (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 entity), or an associate of that person;
- (d) Resolution 4: Jamie Larmont (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 entity), or an associate of that person;

- (e) Resolution 5: Mordechai Benedikt (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 entity), or an associate of that person;
- (f) Resolution 6: an elected consultant of Adamantium (and/or its 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; and
- (g) Resolution 7: A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.

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

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

8. Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Resolution 1: Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.4

On 5 August 2025, the Company announced that it had received commitments from unrelated new and existing strategic investors for a placement of 800,000,000 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.004 (0.4 cents) per Placement Share to raise \$3.2 million before costs (**Placement**).

The Placement consists of two tranches. Tranche 1 comprising 250,000,000 Shares was issued by the Company on 12 August 2025 utilising the Company's existing placement capacity under ASX Listing Rule 7.1 (**Tranche 1 Placement Shares**).

The Company is seeking Shareholder approval for the issue of 500,000,000 tranche 2 of the Placement Shares pursuant to Resolution 2 (**Tranche 2 Placement Shares**).

The Directors have subscribed for 50,000,000 Tranche 2 Placement Shares subject to receipt of shareholder approval which is sought under Resolutions 3 to 5 of this Notice.

62 Capital Pty Ltd (**62 Capital**) was engaged as lead manager of the Placement and the Company has agreed to pay 62 Capital a capital raising fee of 6% of the amount raised under the Placement which can be settled through cash or shares (under the same terms of the Placement).

Resolution 1 seeks shareholder approval to ratify the prior issue of 250,000,000 Tranche 1 Placement Shares to unrelated new and existing strategic investors identified by 62 Capital or the Company.

ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue or agreement to issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rules 7.1.

If Shareholders approve Resolution 1, the Tranche 1 Placement Shares the subject of Resolution 1 will no longer use the placement capacity available to the Company under Listing Rules 7.1 (and, if the relevant Shareholder approval is held at the time, Listing Rule 7.1A). If Shareholders do not approve Resolution 1, the Tranche 1 Placement Shares the subject of Resolution 1 will continue to use the placement capacity available to the Company under Listing Rule 7.1 (and, if the relevant Shareholder approval is held at the time, Listing Rule 7.1A).

The following information is provided for Resolution 1 in accordance with ASX Listing Rule 7.5:

- The Company issued the Tranche 1 Placement Shares to unrelated new and existing strategic investors identified by 62 Capital or the Company.
- There were no related parties, key management personnel, substantial holders, advisor or an associate of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 250,000,000 fully paid ordinary shares (Tranche 1 Placement Shares).
- The Tranche 1 Placement Shares were issued on 12 August 2025.
- The Tranche 1 Placement Shares were issued at \$0.004 per Tranche 1 Placement Share.
- Funds raised from the issue of Tranche 1 Placement Shares the subject of this Resolution 1 are to be used to fund exploration at the Gold project in Guyana, existing projects, costs of the offer and working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 1.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Approval to Issue Tranche 2 Placement Shares

On 5 August 2025, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 2 seeks the required Shareholder approval for the proposed issue of 500,000,000 Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by 62 Capital or the Company.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting without using the Company's 15% Placement Capacity.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and the Company may need to seek an alternative means of raising capital.

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

- The Company intends to issue the Tranche 2 Placement Shares to unrelated new and existing strategic investors identified by 62 Capital or the Company.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 2.
- The number of securities to be issued is 500,000,000 fully paid ordinary shares (Tranche 2 Placement Shares).
- The Tranche 2 Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The issue price of the Tranche 2 Placement Shares will be \$0.004 per Tranche 2 Placement Share.
- Funds raised from the issue of Tranche 2 Placement Shares the subject of this Resolution 2 will be used to fund exploration at the Gold project in Guyana, existing projects, costs of the offer and working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 2.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Approval of Issue of Tranche 2 Placement Shares to Bilal Ahmad, Director of the Company

General

On 5 August 2025, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 3 seeks the required Shareholder approval for the proposed issue and allotment of 37,500,000 Tranche 2 Placement Shares to Mr Bilal Ahmad, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors raising \$150,000 before costs (**Ahmad Shares**).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Mr Bilal Ahmad is a director of the Company, Mr Bilal Ahmad is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Ahmad Shares to Mr Bilal Ahmad (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Ahmad Shares and will raise funds of \$150,000 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Ahmad Shares and funds of \$150,000 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Ahmad Shares to Mr Bilal Ahmad is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Ahmad Shares to Mr Bilal Ahmad, a Director of the Company (and/or his nominee(s)).
- Mr Bilal Ahmad is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies. If Mr Ahmad elects to have the Ahmad Shares granted to his nominee, ASX Listing Rule 10.11.4 applies.
- The number of securities to be issued is 37,500,000 Tranche 2 Placement Shares, comprising the Ahmad Shares.
- The Ahmad Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- The Ahmad Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Ahmad Shares will be issued at \$0.004 per Ahmad Share.
- Funds raised from the issue of Ahmad Shares the subject of this Resolution 3 will be utilised to fund exploration at the Gold project in Guyana, existing projects, costs of the offer and working capital requirements.
- The Ahmad Shares are proposed to be issued to Bilal Ahmad, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Ahmad Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Bilal Ahmad.
- A voting exclusion statement as set out in the Notice applies to Resolution 3.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Ahmad Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Jamie Larmont and Mordechai Benedikt) carefully considered the issue of the Ahmad Shares to Mr Bilal Ahmad and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Ahmad Shares to Mr Bilal Ahmad fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Ahmad Shares to Mr Bilal Ahmad requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board Recommendation

The Directors (with Mr Bilal Ahmad abstaining) recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Approval of Issue of Tranche 2 Placement Shares to Jamie Larmont, Director of the Company

General

On 5 August 2025, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 4 seeks the required Shareholder approval for the proposed issue and allotment of 6,250,000 Tranche 2 Placement Shares to Mr Jamie Larmont, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors raising \$25,000 before costs (**Larmont Shares**).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX’s opinion, the issue or agreement should be approved by Shareholders.

As Mr Jamie Larmont is a director of the Company, Mr Jamie Larmont is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Larmont Shares to Mr Jamie Larmont (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Larmont Shares and will raise funds of \$25,000 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company's 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Larmont Shares and funds of \$25,000 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Larmont Shares to Mr Jamie Larmont is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Larmont Shares to Mr Jamie Larmont, a Director of the Company (and/or his nominee(s)).
- Mr Jamie Larmont is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies. If Mr Larmont elects to have the Larmont Shares granted to his nominee, ASX Listing Rule 10.11.4 applies.
- The number of securities to be issued is 6,250,000 Tranche 2 Placement Shares, comprising the Larmont Shares.
- The Larmont Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- The Larmont Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Larmont Shares will be issued at \$0.004 per Larmont Share.
- Funds raised from the issue of Larmont Shares the subject of this Resolution 4 will be utilised to fund exploration at the Gold project in Guyana, existing projects, costs of the offer and working capital requirements.
- The Larmont Shares are proposed to be issued to Jamie Larmont, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Larmont Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Jamie Larmont.
- A voting exclusion statement as set out in the Notice applies to Resolution 4.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Larmont Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a

public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Bilal Ahmad and Mordechai Benedikt) carefully considered the issue of the Larmont Shares to Mr Jamie Larmont and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Larmont Shares to Mr Jamie Larmont fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Larmont Shares to Mr Jamie Larmont requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board Recommendation

The Directors (with Mr Jamie Larmont abstaining) recommend that shareholders vote in favour of Resolution 4.

Resolution 5: Approval of Issue of Tranche 2 Placement Shares to Mordechai Benedikt, Director of the Company

General

On 5 August 2025, the Company announced a Placement the full details of which are outlined in Resolution 1 of this Notice.

Resolution 5 seeks the required Shareholder approval for the proposed issue and allotment of 6,250,000 Tranche 2 Placement Shares to Mr Mordechai Benedikt, a Director of the Company (and/or his nominee(s)) pursuant to his participation in the Placement on the same terms as unrelated investors raising \$25,000 before costs (**Benedikt Shares**).

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) 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;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX’s opinion, the issue or agreement should be approved by Shareholders.

As Mr Mordechai Benedikt is a director of the Company, Mr Mordechai Benedikt is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of Shareholders under Listing Rule 10.11.

To this end, this Resolution seeks the required Shareholder approval to issue the Benedikt Shares to Mr Mordechai Benedikt (and/or his nominee(s)) under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of the Benedikt Shares and will raise funds of \$25,000 (before costs). Additionally, as Shareholder approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the securities (because approval is being obtained under ASX Listing Rule 10.11), the issue of the securities will not be included in the calculation of the Company’s 25% limit in ASX Listing Rules 7.1 (15%) and, if the relevant Shareholder approval is held at the time, 7.1A (10%).

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue of the Benedikt Shares and funds of \$25,000 will not be raised as part of the Placement.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Benedikt Shares to Mr Mordechai Benedikt is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Benedikt Shares to Mr Mordechai Benedikt, a Director of the Company (and/or his nominee(s)).
- Mr Mordechai Benedikt is a Director of the Company and is therefore a related party to whom ASX Listing Rule 10.11.1 applies. If Mr Benedikt elects to have the Benedikt Shares granted to his nominee, ASX Listing Rule 10.11.14 applies.
- The number of securities to be issued is 6,250,000 Tranche 2 Placement Shares, comprising the Benedikt Shares.
- The Placement Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- The Benedikt Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Benedikt Shares will be issued at \$0.004 per Benedikt Share.
- Funds raised from the issue of Benedikt Shares the subject of this Resolution 5 will be utilised to fund exploration at the Gold project in Guyana, existing projects, costs of the offer and working capital requirements.
- The Benedikt Shares are proposed to be issued to Mordechai Benedikt, (and/or his nominee(s)) pursuant to his participation in the Placement. The issue of the Benedikt Shares will not be made under a written contract nor is it intended to remunerate or incentivise Mr Mordechai Benedikt.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Benedikt Shares (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Bilal Ahmad and Jamie Larmont) carefully considered the issue of the Benedikt Shares to Mr Mordechai Benedikt and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Benedikt Shares to Mr Mordechai Benedikt fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Benedikt Shares to Mr Mordechai Benedikt requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board Recommendation

The Directors (with Mr Mordechai Benedikt abstaining) recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Approval to issue Performance Rights to an elected consultant of Adamantium

The Company has entered into a binding head of agreement (**the Acquisition**) with Adamantium Exploration Inc. (**Adamantium**). The Placement will be used to fund exploration at the Gold project in Guyana, the subject of the Acquisition.

The Company has agreed, subject to Shareholder approval, to issue 764,511,628 Class A Performance Rights to an elected consultant of Adamantium (**Performance Rights**). The Performance Rights will have an expiry date which is 5 years from the date of issue, vesting upon the milestone that Altair has completed Stage 3 conditions, marking a partnership of over 3 years on the Project.

Resolution 6 seeks the required Shareholder approval for the proposed issue of 764,511,628 Performance Rights to an elected consultant of Adamantium.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Performance Rights falls within exception 17 of Listing Rule 7.2 as the issue requires the prior approval of Shareholders under Listing Rule 7.1.

Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Performance Rights. In addition, the issue of the Performance Rights will be excluded from the calculation of the number of equity securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Performance Rights and the Company may need to seek an alternative means of remunerating the elected consultant of Adamantium pursuant to the acquisition.

Technical information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Performance Rights:

- The Performance Rights will be issued to an elected consultant of Adamantium (and/or its nominee(s)). The elected consultant of Adamantium is not a related party or substantial holder of the Company. The elected consultant is anticipated to be Resolute Holdings Inc., a consultant engaged in connection with the Company's Guyana Projects. The elected consultant is not a beneficiary of Adamantium and is not a related party or shareholder of the Company.
- The number of securities to be issued is 764,511,628 Performance Rights.
- The Performance Rights have the vesting conditions described above and, upon vesting, entitle the holder to one Share in the Company. The full terms of the Performance Rights are set out in Annexure A.
- The Performance Rights will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and, otherwise, no later than three months after the date of the Meeting.
- The Performance Rights will be issued for nil consideration. As such no funds will be raised by the issue of the Performance Rights.
- The Performance Rights are proposed to be issued to satisfy the Company's obligations under the Acquisition as detailed above in this Resolution 6.
- A voting exclusion statement as set out in the Notice applies to Resolution 6.

Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

Resolution 7: Adoption of Employee Securities Incentive Plan

Resolution 7 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Employee Securities Incentive Plan" (**Plan**) and for the issue of up to a maximum of 180,000,000 securities under the Incentive Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Listing Rule 7.1 and Listing Rule 7.2 Exception 13(b)

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, 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.

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

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

If Resolution 7 is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years from the date of the Meeting. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 5.3(b) below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

If Resolution 7 is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 7:

- (a) a summary of the key terms and conditions of the Plan is set out in Annexure B;
- (b) the Company has not issued any securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Incentive Plan.

The Company is seeking Shareholder approval to adopt the Plan to:

- (a) allow the Company to have the option to issue equity securities to incentive the Company's personnel as and when required; include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (Employee Incentive Scheme); and
- (b) the maximum number of securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 180,000,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**Adamantium**” means Adamantium Exploration Inc. or their elected nominee;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Time;

“**AEST**” means Australian Eastern Standard Time;

“**Acquisition**” has the meaning given in Resolution 6 of the Notice;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chairman** shall have a corresponding meaning;

“**Company**” means Altair Minerals Limited ABN 72 149 026 308;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the ASX and **ASX Listing Rules** shall have a corresponding meaning;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Option**” means an option which, subject to its terms, could be exercised into a Share;

“**Placement**” has the meaning given in Resolution 1 of the Notice;

“**Placement Share**” has the meaning given in Resolution 1 of the Notice;

“**Plan**” has the meaning given in Resolution 7 of the Notice;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**the Acquisition**” has the meaning given in Resolution 6 of the Notice;

“**Tranche 1 Placement Shares**” has the meaning given in Resolution 1 of the Notice;

“**Tranche 2 Placement Shares**” has the meaning given in Resolution 1 of the Notice; and

“**62 Capital**” means 62 Capital Pty Ltd.

ANNEXURE A

Performance Rights

The Company has agreed, subject to shareholder approval, to issue 764,511,628 Class A Performance Rights (**Performance Rights**) to an elected consultant of the Adamantium, upon Commencement. The Performance Rights will have an expiry date which is 5-years from the date of issue, vesting upon the milestone that Altair has completed Stage 3 conditions, marking a partnership of over 3-years on the Project (see below for full terms).

(a) Entitlement

Each Performance Right entitles the holder to subscribe for one (1) Share upon conversion of the Performance Right.

(b) Vesting Condition and Expiry

The Performance Rights are exercisable at any time on and from the achievement of the satisfaction of the Stage 3 expenditure and consideration conditions by Altair, (**Vesting Condition**) prior to the date which is no later than five years from the date of issue (**Expiry Date**).

(c) Consideration

Each Performance Right will be issued for nil cash consideration.

(d) Notification to holder

Altair shall notify the holder in writing when the Vesting Condition has been satisfied.

(e) Conversion

Subject to paragraph (n), immediately following satisfaction of the Vesting Condition, each Performance Right will convert into one (1) Share upon the holder lodging with Altair, on or prior to the Expiry Date:

- i. in whole or in part; and
- ii. a written notice of conversion of Performance Rights specifying the number of Performance Rights being converted (**Exercise Notice**).

(f) Share Ranking

All Shares issued upon the vesting of a Performance Right will, upon issue, rank pari passu in all respects with other Shares on issue.

(g) Application and Quotation

The Performance Rights will not be quoted on ASX. Altair must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.

(h) Lapse of Performance Rights

If the Vesting Condition attached to the Performance Right has not been satisfied prior to its Expiry Date, the Performance Rights will automatically lapse on the Expiry Date.

(i) Participation in new issues

A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues, other than as set out below.

(j) Reorganisation of Capital

If at any time the issued capital of Altair is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(k) Adjustment for bonus issue

In the event Altair proceeds with a bonus issue of securities to Shareholders after the date of issue of the Performance Rights, a Performance Right does not confer the right to a change in the number of underlying securities over which the Performance Right can be converted.

(l) Dividend and Voting Rights

The Performance Rights do not confer on the holder an entitlement to receive notice of, vote at or attend a meeting of the shareholders of Altair (except as otherwise required by law) or receive any dividends declared by Altair.

(m) Change of Control

If a Change of Control Event (being an event which results in any person (either alone or together with associates) owning more than 50% of Altair's issued capital) occurs, all Performance Rights will vest immediately prior to the effective Change of Control.

(n) Timing of issue of Shares and quotation of Shares on conversion

Within five (5) business days after the issue of an Exercise Notice by the holder, Altair will:

- i. issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
- ii. if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder;
- iii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if Altair 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
- iv. in the event Altair is admitted to the official list of ASX, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.

(o) No rights to return of capital

A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(p) Rights on winding up

A Performance Right does not entitle the holder to participate in the surplus profits or assets of Altair upon winding up.

(q) No other rights

A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

ANNEXURE B

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) Options and Performance Rights provided under the Plan on such terms and conditions as the Board decides. On receipt of an invitation, an Eligible Participant may apply for the securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
Grant of securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to securities	Prior to an Option or Performance Right being exercised, the holder: (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the convertible security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of convertible securities section below).
Vesting of convertible securities	Any vesting conditions applicable to the Options or Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant securities have vested. Unless and until the vesting notice is issued by the Company, the securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option or Performance Right are not satisfied and/or otherwise waived by the Board, that security will lapse.

Exercise of convertible securities and cashless exercise	To exercise a security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Option or Performance Right (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice. An invitation to apply for Options may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Options. Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. An Option or a Performance Right may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
Timing of issue of Shares and quotation of Shares on exercise	As soon as practicable after the valid exercise of an Option or a Performance Right by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised securities held by that Participant.
Restrictions on dealing with securities	A holder may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option or a Performance Right that has been granted to them unless otherwise determined by the Board. A holder must not enter into any arrangement for the purpose of hedging their economic exposure to an Option or a Performance Right that has been granted to them. However, in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the Participant) a Participant may deal with convertible securities granted to them under the Plan with the consent of the Board.
Listing of convertible securities	An Option or a Performance Right granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of an Option granted under the Plan on the ASX or any other recognised exchange.
Forfeiture of convertible securities	Options and Performance Rights will be forfeited in the following circumstances: (a) where a Participant who holds Options or Performance Rights ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Group), all unvested convertible securities will automatically be forfeited by the Participant; (b) where a Participant acts fraudulently or dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the expiry date of the Options or Performance Rights.
Change of control	If a change of control event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the holder's Options or Performance Rights will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

Adjustment of convertible securities	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options or Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options or Performance Rights is entitled, upon exercise of those securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options or Performance Rights are exercised. Unless otherwise determined by the Board, a holder of Options or Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
Rights attaching to Shares	All Shares issued or transferred under the Plan or issued or transferred to a Participant upon the valid exercise of an Option or a Performance Right, will rank equally in all respects with the Shares of the same class for the time being on issue except for any rights attaching to the Shares by reference to a record date prior to the date of the allotment or transfer of the Shares. A Participant will be entitled to any dividends declared and distributed by the Company on the Shares issued upon exercise of an Option or a Performance Right and may participate in any dividend reinvestment plan operated by the Company in respect of Shares. A Participant may exercise any voting rights attaching to Shares issued under the Plan.
Disposal restrictions on Shares	If the invitation provides that any Shares issued upon the valid exercise of an Option or a Performance Right are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not: (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
General Restrictions on Transfer of Shares	If the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of an Option or a Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act. Restrictions are imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available. These laws may restrict the acquisition or disposal of Shares by you during the time the holder has such information. Any Shares issued to a holder upon exercise of an Option or a Performance Right shall be subject to the terms of the Company's Securities Trading Policy.
Buy-Back	Subject to applicable law, the Company may at any time buy-back Options or Performance Rights and Shares issued upon exercise of Options or Performance Rights in accordance with the terms of the Plan.
Employee Share Trust	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Options or Performance Rights.

Maximum number of securities	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Options or Performance Rights offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b) – refer to Resolution 7.
Amendment of Plan	Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those securities may be cancelled in the manner agreed between the Company and the Participant.
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

Your proxy voting instruction must be received by **10.00am (AEST) on Saturday, 04 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

