# CATALINA RESOURCES LTD
# ACN 130 618 683
# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 11:00am

**DATE**: 6 November 2025

**PLACE**: 2/7 Havelock 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 4:00pm (WST) on 4 November 2025.***

## BUSINESS OF THE MEETING

**FINANCIAL STATEMENTS AND REPORTS**

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

### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

### 2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR JADE SMITH

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

*"That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Jade Smith, a Director who was appointed as an additional Director on 22 September 2025, retires, and being eligible, is elected as a Director."*

### 3. RESOLUTION 3 – ELECTION OF A DIRECTOR – MR KARL SIMICH

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

*"That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Karl Simich, a Director who was appointed casually on 10 June 2025, retires, and being eligible, is elected as a Director."*

### 4. RESOLUTION 4 – ELECTION OF A DIRECTOR – MR ROSS COTTON

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

*"That, for the purpose of clause 13.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Ross Cotton, a Director who was appointed casually on 11 March 2025, retires, and being eligible, is elected as a Director."*

### 5. RESOLUTION 5 – RE-ELECTION OF A DIRECTOR WHO IS RETIRING BY ROTATION IN ACCORDANCE WITH THE QUOTA SET OUT IN THE CONSTITUTION

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

*"That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Mr Martin Bennett, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

### 6. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

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

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

## 7. RESOLUTION 7 – REPLACEMENT OF CONSTITUTION

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

*"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."*

## 8. RESOLUTION 8 – INSERTION OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

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

*"That, subject to the approval of Resolution 7, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify the Proposed Constitution by inserting clause 37 for a period of three years from the date of approval of this Resolution."*

## 9. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

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

*"That, for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to issue up to maximum of 300,000,000 Securities under the employee incentive scheme titled Employee Incentive Securities Plan, on the terms and conditions set out in the Explanatory Statement."*

## 10. RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR ROSS COTTON

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

*"That, for the purposes of Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 110,000,000 Performance Rights to Mr Ross Cotton (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."*

## 11. RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR JADE SMITH

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

*"That, for the purposes of Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 50,000,000 Performance Rights to Mr Jade Smith (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."*

## 12. RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR KARL SIMICH

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

*"That, for the purposes of Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 70,000,000 Performance Rights to Mr Karl Simich (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."*

## 13. RESOLUTION 13 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR MARTIN BENNETT

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

*"That, for the purposes of Listing Rule 10.14 and section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 17,000,000 Performance Rights to Mr Martin Bennett (or their nominee(s)) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement."*

## 14. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF 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 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options to professional investors on the terms and conditions set out in the Explanatory Statement."*

**Dated: 8 October 2025**

## Voting Prohibition Statements

<table>
<tr><td>Resolution 1 – Adoption of Remuneration Report</td><td>In accordance with sections 250BD(2) and 250R, a vote on this Resolution must not be cast:<br>(a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or<br>(b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties.<br>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:<br>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or<br>(b) the voter is the Chair and the appointment of the Chair as proxy:<br>(i) does not specify the way the proxy is to vote on this Resolution; and<br>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</td></tr>
<tr><td>Resolution 9 – Approval to issue Securities under an Incentive Plan</td><td rowspan="5">A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:<br>(a) the proxy is either:<br>(i) a member of the Key Management Personnel; or<br>(ii) a Closely Related Party of such a member; and<br>(b) the appointment does not specify the way the proxy is to vote on this Resolution.<br>However, the above prohibition does not apply if:<br>(a) the proxy is the Chair; and<br>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</td></tr>
<tr><td>Resolution 10 – Approval to issue Performance Rights to Mr Ross Cotton</td></tr>
<tr><td>Resolution 11 – Approval to issue Performance Rights to Mr Jade Smith</td></tr>
<tr><td>Resolution 12 – Approval to issue Performance Rights to Mr Karl Simich</td></tr>
<tr><td>Resolution 13 – Approval to issue Performance Rights to Mr Martin Bennett</td></tr>
</table>

## Voting Exclusion Statements

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

| | |
|---|---|
| **Resolution 9 – Approval to issue Securities under an Incentive Plan** | A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons. |
| **Resolution 10 – Approval to issue Performance Rights to Mr Ross Cotton** | Mr Ross Cotton (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 11 – Approval to issue Performance Rights to Mr Jade Smith** | Mr Jade Smith (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 12 – Approval to issue Performance Rights to Mr Karl Simich** | Mr Karl Simich (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 13 – Approval to issue Performance Rights to Mr Martin Bennett** | Mr Martin Bennett (or their nominee(s)) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons. |
| **Resolution 14 – Ratification of prior issue of Options** | Professional and sophisticated investors who participated in the issue or an associate of that person or those persons. |

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

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

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

## Voting in person

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

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

Please bring your personalised proxy form with you as it will help you to register your attendance at the Meeting. If you do not bring your proxy form with you, you can still attend the Meeting but representatives from Automic will need to verify your identity. You can register from 10:30am on the day of the Meeting.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6165 8858.***

# EXPLANATORY STATEMENT

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

## 1. FINANCIAL STATEMENTS AND REPORTS

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

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

## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### 2.1 General

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

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

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

### 2.2 Voting consequences

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

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

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

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

### 2.3 Previous voting results

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

## 3. RESOLUTIONS 2 TO 4 – ELECTION OF DIRECTORS – MR JADE SMITH, MR KARL SIMITH AND MR ROSS COTTON

### 3.1 General

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

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

Mr Jade Smith, Mr Karl Simich and Mr Ross Cotton, having been appointed by other Directors on 22 September 2025, 10 June 2025 and 11 March 2025 respectively, in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seek election from Shareholders.

### 3.2 Resolution 2 – Election of Mr Jade Smith

Further information in relation to Mr Jade Smith is set out below.

| | |
|---|---|
| **Qualifications, experience and other material directorships** | Mr Smith brings more than 20 years of executive and consulting experience across government, health, education, and resource sectors. With a strong track record of delivering large-scale business transformation combined with extensive operational management experience, Mr Smith has been conducting a comprehensive review of Catalina's operations in Western Australia and Tasmania over the last quarter, with a focus on optimising and aligning the order of priority and approach at each site.<br><br>Mr Smith is not currently a director of any other listed companies. |
| **Term of office** | Mr Smith has served as a Director since 22 September 2025. |
| **Independence** | If re-elected, the Board does not consider that Mr Cotton will be an independent Director by virtue of his appointment as an Executive Director. |
| **Other material information** | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Smith. |
| **Board recommendation** | Having received an acknowledgement from Mr Smith that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Smith since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Smith) recommend that Shareholders vote in favour of this Resolution. |
| **Technical information required by Listing Rule 14.1A** | If this Resolution is passed, Mr Smith will be elected to the Board as an executive Director.<br><br>If this Resolution is not passed, Mr Smith will not continue in their role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. This may detract from the Board and Company's ability to execute on its strategic vision. |

### 3.3 Resolution 3 – Election of Mr Karl Simich

Further information in relation to Mr Karl Simich is set out below.

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|---|---|
| **Qualifications, experience and other material directorships** | Mr Karl Simich is a prominent mining executive with over 38 years of experience in corporate finance and international resource company leadership. He was the founder of Sandfire Resources (ASX: SFR), where he led the discovery, development and operation of the high-grade DeGrussa Copper-Gold Mine in Western Australia.<br><br>Mr Simich also oversaw a global growth and diversification strategy transforming SFR from a single-mine company into a diversified producer with global operations and a market cap in excess of $5B.<br><br>He has held Board and senior executive roles across numerous ASX-listed companies, with a proven track record in project development, financing and shareholder value creation. Mr Simich is a Fellow of the Institute of Chartered Accountants and the Financial Services Institute of Australasia.<br><br>Mr Simich is not currently a director of any other listed companies. |
| **Term of office** | Mr Simich has served as a Director since 10 June 2025. |
| **Independence** | If re-elected, the Board considers that Mr Simich will be an independent Director. |
| **Other material information** | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Simich. |
| **Board recommendation** | Having received an acknowledgement from Mr Simich that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Simich since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Simich) recommend that Shareholders vote in favour of this Resolution. |
| **Technical information required by Listing Rule 14.1A** | If this Resolution is passed, Mr Simich will be elected to the Board as the Non-Executive Chair.<br><br>If this Resolution is not passed, Mr Simich will not continue in their role as the Non-Executive Chair. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. This may detract from the Board and Company's ability to execute on its strategic vision. |

### 3.4 Resolution 4 – Election of Mr Ross Cotton

Further information in relation to Mr Ross Cotton is set out below.

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|---|---|
| **Qualifications, experience and other material directorships** | Mr Cotton is an experienced corporate executive with more than 15 years in the resources sector, specialising in project development, corporate finance, and capital markets. He has held executive and board roles across a range of ASX-listed companies, with a focus on identifying and advancing exploration assets, building high-performing teams, and securing funding to support growth. His experience is particularly strong in base metals, especially in the identification and development of copper and gold projects, with a proven track record in both Australian and international jurisdictions.<br><br>Ross has been instrumental in driving value for shareholders through strategic acquisitions, capital raisings, and effective stakeholder engagement.<br><br>Mr Cotton is not currently a director of any other listed companies. |
| **Term of office** | Mr Cotton has served as a Director since 11 March 2025. |

| | |
|---|---|
| **Independence** | If re-elected, the Board does not consider that Mr Cotton will be an independent Director by virtue of his appointment as Executive Director. |
| **Other material information** | The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Cotton. |
| **Board recommendation** | Having received an acknowledgement from Mr Cotton that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Cotton since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Cotton) recommend that Shareholders vote in favour of this Resolution. |
| **Technical information required by Listing Rule 14.1A** | If this Resolution is passed, Mr Cotton will be elected to the Board as an executive Director.<br><br>If this Resolution is not passed, Mr Cotton will not continue in his role as an executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. This may detract from the Board and Company's ability to execute on its strategic vision. |

# 4. RESOLUTION 5 – RE-ELECTION OF A DIRECTOR - MARTIN BENNETT

## 4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Martin Bennett, who has held office without re-election since 22 November 2024 and being eligible retires by rotation and seeks re-election.

Further information in relation to Mr Martin Bennett is set out below.

| | |
|---|---|
| **Qualifications, experience and other material directorships** | Mr Martin Bennett is a highly experienced exploration and development geologist with a career spanning more than 30 years. His global experience includes key roles in Australia, Africa, Canada and Southeast Asia. Martin has held senior technical positions including General Manager Exploration for Endeavour Mining and Exploration Manager for Aditya Birla Minerals and BCI Minerals.<br><br>Mr Bennett is not currently a director of any other listed companies. |
| **Term of office** | Mr Bennett has served as a Director since 13 February 2024 and was last re-elected on 22 November 2024. |
| **Independence** | If re-elected, the Board considers that Mr Bennett will be an independent Director. |
| **Board recommendation** | Having received an acknowledgement from Mr Bennett that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Mr Bennett since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Bennett) recommend that Shareholders vote in favour of this Resolution. |
| **Technical information required by Listing Rule 14.1A** | If this Resolution is passed, Mr Bennett will be elected to the Board as a non-executive Director.<br><br>If this Resolution is not passed, Mr Bennett will will not continue in his role as a non-executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. This may detract from the Board and Company's ability to execute on its strategic vision. |

## 5. RESOLUTION 6 – APPROVAL OF 7.1A MANDATE

### 5.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of $300,000,000 or less. As of the date of this Notice, the Company's market capitalisation is $9,704,076. The Company is therefore an Eligible Entity.

### 5.2 Technical information required by Listing Rule 14.1A

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

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

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

### 5.3 Technical information required by Listing Rule 7.3A

| REQUIRED INFORMATION | DETAILS |
| --- | --- |
| **Period for which the 7.1A Mandate is valid** | The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:<br>(a) the date that is 12 months after the date of this Meeting;<br>(b) the time and date of the Company's next annual general meeting; and<br>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking). |
| **Minimum price** | Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:<br>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or<br>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued. |
| **Use of funds** | The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for continued exploration expenditure on the Company's current assets/or projects (funds would then be used for project, feasibility studies and ongoing project administration), the development of the Company's current business and general working capital. |

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Risk of economic and voting dilution** | Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.<br><br>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.<br><br>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 29 September 2025.<br><br>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate. |

| Number of Shares on Issue (Variable A in Listing Rule 7.1A.2) | | DILUTION | | | |
|---|---|---|---|---|---|
| | | Shares issued – 10% voting dilution | Issue Price | | |
| | | | $0.002 | $0.004 | $0.006 |
| | | | 50% decrease | Issue Price | 50% increase |
| | | | Funds Raised | | |
| **Current** | 2,426,019,033 Shares | 242,601,903 Shares | $485,203 | $970,407 | $1,455,611 |
| **50% increase** | 3,639,028,550 Shares | 363,902,854 Shares | $727,805 | $1,455,611 | $2,183,417 |
| **100% increase** | 4,852,038,066 Shares | 485,203,806 Shares | $970,407 | $1,940,815 | $2,911,222 |

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

**The table above uses the following assumptions:**

1. There are currently 2,426,019,033 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 29 September 2025 (being $0.004) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.<br><br>
Shareholders should note that there is a risk that:<br><br>
(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and<br><br>
(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.
</td></tr>
<tr><td>Allocation policy under 7.1A Mandate</td><td>
The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.<br><br>
The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:<br><br>
(a) the purpose of the issue;<br><br>
(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;<br><br>
(c) the effect of the issue of the Equity Securities on the control of the Company;<br><br>
(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;<br><br>
(e) prevailing market conditions; and<br><br>
(f) advice from corporate, financial and broking advisers (if applicable).
</td></tr>
<tr><td>Previous approval under Listing Rule 7.1A.2</td><td>
The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 22 November 2024 (Previous Approval).<br><br>
During the 12-month period preceding the date of the Meeting, being on and from 6 November 2024, the Company issued 100,000,000 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 7.87% of the total diluted number of Equity Securities on issue in the Company on 6 November 2024, which was 1,270,986,892.<br><br>
Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below.<br><br>
The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:<br><br>
<table>
<tr><td>Date of Issue and Appendix 2A</td><td>Date of Issue: 18 March 2025<br><br>Date of Appendix 2A: 18 March 2025</td></tr>
<tr><td>Number and Class of Equity Securities Issued</td><td>100,000,000 Shares[2]</td></tr>
<tr><td>Issue Price and discount to Market Price[1] (if any)</td><td>$0.0025 per Share (at a discount of 16.67% to Market Price).</td></tr>
<tr><td>Recipients</td><td>Wholesale investors as part of a placement announced on 11 March 2025. The investors were identified through a bookbuild process, which involved ACNS Capital Markets Pty Ltd ATF The ACNS Unit Trust trading as Alto Capital seeking expressions of interest to participate in the</td></tr>
</table>
</td></tr>
</table>

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>
<table>
<tr><td></td><td>placement from non-related parties of the Company.<br><br>None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21.</td></tr>
<tr><td>Total Cash Consideration and Use of Funds</td><td>Amount raised: $250,000<br><br>Amount spent: Nil<br><br>Amount remaining: $250,000<br><br>Proposed use of remaining funds:[3] Use of funds: exploration expenditure including surveys and drilling, prioritising exploration at the newly acquired and highly prospective Central Yilgarn Project (Yerilgee & Evanston) but also following up existing targets generated at the Laverton Project, care and maintenance costs at the Nelson Bay River Project and ongoing working capital.</td></tr>
</table>
Notes:<br>
1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.<br>
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CTN (terms are set out in the Constitution).<br>
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
</td></tr>
<tr><td>Voting exclusion statement</td><td>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</td></tr>
</table>

## 6. RESOLUTION 7 – REPLACEMENT OF CONSTITUTION

### 6.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

This Resolution is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

A summary of the proposed material changes is set out in Section 6.2 below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website (www.catalinaresources.com.au) and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6165 8858). Shareholders are invited to contact the Company if they have any queries or concerns.

### 6.2 Summary of material proposed changes

| | |
|---|---|
| **Employee incentive securities plan (Clause 2.4)** | Under the new Division 1A of Part 7.12 of the Corporations Act, which came into effect on 1 October 2022, offers under an employee incentive plan that do not require a monetary payment (e.g., zero exercise price options or performance rights) can be issued without an issue cap. However, offers requiring a monetary payment (whether upon grant or upon exercise/vesting of the awards and issue of the underlying shares) must be accompanied by an 'ESS offer document' and must comply with an issue cap. The cap is set at 5% under the |

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| | Corporations Act unless raised by a company's constitution. A company may include a higher issue cap in its constitution to allow for more than 5% of securities to be issued under the plan.<br><br>The Proposed Constitution has set the issue cap at 10%. |
| **Restricted securities (Clause 2.13)** | The Proposed Constitution complies with the changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes (and pursuant to ASX Compliance Update 01/24), ASX requires the Company to issue holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) restriction notices in the form of Appendix 9C advising them of the restriction. |
| **Minimum securities holding (Clause 3)** | The Proposed Constitution now extends the minimum holding provisions to all securities as provided for under the Listing Rules. The clause previously only referred to shares. |
| **Joint holders (Clause 9.8)** | The ASX is considering replacement options for its Clearing House Electronic Subregister System (**CHESS**). Due to complexities with the solution design, there is no current go-live date. To ensure compliance with any replacement CHESS system, clause 9.8 of the Proposed Constitution provides that the number of registered joint holders of securities shall be as permitted under the Listing Rules and the ASX Settlement Operating Rules. |
| **Capital reductions (Clause 10.2)** | The Proposed Constitution now permits sales of unmarketable parcels to a sale nominee(s) as part of a capital reduction. |
| **Direct voting (clause 13)** | The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any Resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting. |
| **Use of technology (Clause 14)** | The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law. |
| **Dividends (Clause 23)** | Section 254T of the Corporations Act provides that a company must not a pay a dividend unless:<br><br>(a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;<br><br>(b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and<br><br>(c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.<br><br>The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the requirements of s254T of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends |

## 7. RESOLUTION 8 – INSERTION OF PROPORTIONAL TAKEOVER PROVISIONS IN THE PROPOSED CONSTITUTION

### 7.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

Subject to Shareholder approval of Resolution 7, the Company is proposing to adopt a new constitution (being the Proposed Constitution). For the proportional takeover provision contained within clause 37 of the Proposed Constitution to be operative, the Company must approve the insertion of the proportional takeover provisions in accordance with section 648G.

This Resolution is a special resolution which will enable the Company to insert the proportional takeover provisions into the Proposed Constitution in the form of clause 37 (as set out in Annexure A of this Notice), which provisions will be applicable for a period of three years from the date of Shareholder approval.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website (www.catalinaresources.com.au) and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6165 8858). Shareholders are invited to contact the Company if they have any queries or concerns.

### 7.2 Technical information required by section 648G(5) of the Corporations Act

| | |
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| **Overview** | A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.<br><br>Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.<br><br>This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause. |
| **Effect of proposed proportional takeover provisions** | Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed. |
| **Reasons for proportional takeover provisions** | A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a |

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|---|---|
| | proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced. |
| **Knowledge of any acquisition proposals** | As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company. |
| **Potential advantages and disadvantages of proportional takeover provisions** | The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.<br>The potential advantages of the proportional takeover provisions for Shareholders include:<br>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;<br>(b) assisting in preventing Shareholders from being locked in as a minority;<br>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and<br>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.<br>The potential disadvantages of the proportional takeover provisions for Shareholders include:<br>(a) proportional takeover bids may be discouraged;<br>(b) lost opportunity to sell a portion of their Shares at a premium; and<br>(c) the likelihood of a proportional takeover bid succeeding may be reduced. |
| **Recommendation of the Board** | The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution. |

## 8. RESOLUTION 9 – APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN

### 8.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 300,000,000 Securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

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

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

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

## 8.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years. The issue of any Securities to eligible participants under the Plan (up to the maximum number of Securities stated in Section 8.3 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

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

## 8.3 Technical information required by Listing Rule 7.2 (Exception 13)

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Terms of the Plan** | A summary of the material terms and conditions of the Plan is set out in Schedule 1. |
| **Number of Securities previously issued under the Plan** | 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 Plan. |
| **Maximum number of Securities proposed to be issued under the Plan** | The maximum number of Securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 300,000,000 Securities. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.<br>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained. |
| **Voting exclusion statement** | A voting exclusion statement applies to this Resolution. |
| **Voting prohibition statement** | A voting prohibition statement applies to this Resolution. |

# 9. RESOLUTIONS 10 TO 13 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO RELATED PARTIES

## 9.1 General

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to an aggregate of 247,000,000 Performance Rights to Messrs Ross Cotton, Jade Smith, Karl Simich and Martin Bennett (or their nominee(s)) pursuant to the Employee Incentive Securities Plan (**Plan**) on the terms and conditions set out below.

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

| CLASS | QUANTUM | RECIPIENT | RESOLUTION | VESTING CONDITION | EXPIRY DATE |
|---|---|---|---|---|---|
| A | 65,000,000 | Ross Cotton | 10 | The volume weighted average Share price (**VWAP**) calculated over 20 consecutive days on which the Shares have actually traded, exceeding $0.01. | The date that is 3 years from the date of issue of the Performance Rights |
| | 30,000,000 | Jade Smith | 11 | | |
| | 35,000,000 | Karl Simich | 12 | | |
| | 17,000,000 | Martin Bennett | 13 | | |

| CLASS | QUANTUM | RECIPIENT | RESOLUTION | VESTING CONDITION | EXPIRY DATE |
|---|---|---|---|---|---|
| B | 45,000,000 | Ross Cotton | 10 | The VWAP calculated over 20 consecutive days on which the Shares have actually traded, exceeding $0.015. | The date that is 3 years from the date of issue of the Performance Rights |
| | 20,000,000 | Jade Smith | 11 | | |
| | 35,000,000 | Karl Simich | 12 | | |

## 9.2 Chapter 2E of the Corporations Act

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

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

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

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

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

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

The Directors (other than Mr Jade Smith who has a material personal interest in Resolution 11) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Jade Smith, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

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

The Directors (other than Mr Martin Bennett who has a material personal interest in Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Martin Bennett, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## 9.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that the each of the Directors has a material personal interest in the outcome of Resolutions 10 to 13. If the Directors do have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 10 to 13 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 10 to 13 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length terms exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

### 9.4 Listing Rule 10.14

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

10.14.1 a director of the entity;

10.14.2 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

### 9.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within 15 months after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue.

### 9.6 Technical information required by Listing Rule 10.15

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Name of the persons to whom Securities will be issued</td><td>The proposed recipients of the Performance Rights are set out in Section 9.1.</td></tr>
<tr><td>Categorisation under Listing Rule 10.14</td><td>Each of the proposed recipients falls within the category set out in Listing Rule 10.14.1 as they are a related party of the Company by virtue of being a Director.<br><br>Any nominee(s) of the proposed recipients who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.</td></tr>
<tr><td>Number of Securities and class to be issued</td><td>The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) is 247,000,000 which will be allocated as set out in the table included at Section 9.1 above.</td></tr>
<tr><td>Remuneration package</td><td>The total remuneration package for each of the recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:
<table>
<tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr>
<tr><td>Ross Cotton[1]</td><td>$608,000[2]</td><td>$39,100[6]</td></tr>
<tr><td>Jade Smith[1]</td><td>$392,000[3]</td><td>Nil[6]</td></tr>
<tr><td>Karl Simich[1]</td><td>$280,000[4]</td><td>Nil[6]</td></tr>
<tr><td>Martin Bennett</td><td>$68,000[5]</td><td>$56,900[6]</td></tr>
</table></td></tr>
</table>

| REQUIRED INFORMATION | DETAILS |
|---|---|
| | **Notes**:<br>1. Mr Jade Smith, Mr Karl Simich and Mr Ross Cotton were appointed on 22 September 2025, 10 June 2025 and 11 March 2025 respectively.<br>2. Comprising Directors' fees/salary of $150,000, a superannuation payment of $18,000 and share-based payments of $440,000 (including an increase of $440,000, being the value of the Securities).<br>3. Comprising Directors' fees/salary of $171,429, a superannuation payment of $20,571 and share-based payments of $200,000 (including an increase of $200,000, being the value of the Securities).<br>4. Comprising of share-based payments of $280,000 (including an increase of $280,000, being the value of the Securities).<br>5. Comprising of share-based payments of $68,000 (including an increase of $68,000, being the value of the Securities).<br>6. Further details of the remuneration paid during this period are set out in the Annual Report published on 29 September 2025. |
| **Securities previously issued to the recipient/(s) under the Plan** | As this is the first time that the Shareholder approval is being sought for the adoption of the Plan, no Securities have been previously issued under the Plan. |
| **Terms of Securities** | The Performance Rights will be issued on the terms and conditions set out in Schedule 2. |
| **Purpose of the issue, including the intended use of any funds raised by the issue** | The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward their performance as Directors and to provide cost effective remuneration to the Directors, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors. |
| **Consideration of type of Security to be issued** | The Company has agreed to issue the Performance Rights for the following reasons:<br>(a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;<br>(b) the issue to the Directors will align the interests of the recipients with those of Shareholders;<br>(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and<br>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed. |
| **Consideration of quantum of Securities to be issued** | The number of Securities to be issued has been determined based upon a consideration of:<br>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;<br>(b) the remuneration of the proposed recipients; and<br>(c) incentives to attract and ensure continuity of service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.<br>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Securities upon the terms proposed. |

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Valuation</td><td>A valuation of the Securities and the pricing methodology is set out in Schedule 3.</td></tr>
<tr><td>Date(s) on or by which the Securities will be issued</td><td>The Company expects to issue the Securities within 10 Business Days of the Meeting. In any event, the Company will not issue any Securities later than 15 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).</td></tr>
<tr><td>Issue price of Securities</td><td>The Securities will be issued at a nil issue price.</td></tr>
<tr><td>Material terms of the Plan</td><td>A summary of the material terms and conditions of the Plan is set out in Schedule 1.</td></tr>
<tr><td>Material terms of any loan</td><td>No loan is being made in connection with the acquisition of the Securities.</td></tr>
<tr><td>Interest in Securities</td><td>The relevant interests of the recipients in Securities as at the date of this Notice and following completion of the issue are set out below:<br>
As at the date of this Notice
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS[2]</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr>
<tr><td>Ross Cotton</td><td>-</td><td>200,000,000</td><td>-</td><td>5.68%</td></tr>
<tr><td>Jade Smith</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Karl Simich</td><td>40,000,000</td><td>200,000,000</td><td>1.65%</td><td>6.69%</td></tr>
<tr><td>Martin Bennett</td><td>6,334,256</td><td>-</td><td>0.24%</td><td>0.18%</td></tr>
</table>
Post issue
<table>
<tr><th>RELATED PARTY</th><th>SHARES[1]</th><th>OPTIONS[2]</th><th>PERFORMANCE RIGHTS</th></tr>
<tr><td>Ross Cotton</td><td>-</td><td>200,000,000</td><td>110,000,000</td></tr>
<tr><td>Jade Smith</td><td>-</td><td>-</td><td>50,000,000</td></tr>
<tr><td>Karl Simich</td><td>40,000,000</td><td>200,000,000</td><td>70,000,000</td></tr>
<tr><td>Martin Bennett</td><td>6,334,256</td><td>-</td><td>17,000,000</td></tr>
</table>
Notes:<br>
1. Fully paid ordinary shares in the capital of the Company (ASX: CTN).<br>
2. Unquoted options exercisable at $0.005 on or before 22 May 2027.</td></tr>
<tr><td>Dilution</td><td>If the milestones attaching to the Performance Rights issued under these Resolutions are met and the Performance Rights are converted, a total of 247,000,000 Shares would be issued. This will increase the number of Shares on issue from 2,426,019,033 (being the total number of Shares on issue as at the date of this Notice) to 2,673,019,033 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 9.24%, comprising 4.12% by Ross Cotton, 1.87% by Jade Smith, 2.62% by Karl Simich and 0.64% by Martin Bennett.</td></tr>
<tr><td>Trading history</td><td>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:
<table>
<tr><th></th><th>PRICE</th><th>DATE</th></tr>
<tr><td>Highest</td><td>$0.005</td><td>11 – 13, 13 and 30 June 2025, 1, 2, 9, 14, 16, 18, 21, 23-25 and 31 July 2025, 1 August 2025, 11-12 and 16 September 2025.</td></tr>
<tr><td>Lowest</td><td>$0.002</td><td>22 and 25 November 2024, 5-6 and 20 December 2024, 8 February 2025, 6 March 2025, 1-3, 7, 9, 14, 16-17, 23-24 and 28 April 2025,2. 5, 9. 15-16, 20 and 28 May 2025,</td></tr>
</table></td></tr>
</table>

| REQUIRED INFORMATION | DETAILS | | |
|---|---|---|---|
| | Last | $0.004 | 29 September 2025 |
| **Additional Information** | Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.<br><br>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14. | | |
| **Other information** | The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions. | | |
| **Voting exclusion statement** | A voting exclusion statement applies to this Resolution. | | |
| **Voting prohibition statement.** | A voting prohibition statement applies to this Resolution. | | |

## 10. RESOLUTION 14 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

### 10.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 10,000,000 Options to professional and sophisticated investors at an issue price of $0.00001 per Option to raise $100. The Options are exercisable at $0.005 each on or before 22 May 2027. The issue of Options was conducted as an extension to the option placement announced on 11 March 2025.

### 10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue.

### 10.3 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.

### 10.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of the issue.

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

## 10.5 Technical information required by Listing Rules 7.4 and 7.5

| REQUIRED INFORMATION | DETAILS |
|---|---|
| **Names of persons to whom Securities were issued or the basis on which those persons were identified/selected** | Professional and sophisticated investors were identified through a bookbuild process, which involved the Directors seeking expressions of interest to participate in the capital raising from non-related parties of the Company.<br>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** | 10,000,000 Options were issued. |
| **Terms of Securities** | The Options were issued on the terms and conditions set out in Schedule 4. |
| **Date(s) on or by which the Securities were issued** | 22 May 2025. |
| **Price or other consideration the Company received for the Securities** | $0.00001 per Option. |
| **Purpose of the issue, including the intended use of any funds raised by the issue** | The purpose of the issue was to raise capital, which the Company intends to apply towardsexploration expenditure including surveys and drilling, prioritising exploration at the newly acquired and highly prospective Central Yilgarn Project (Yerilgee & Evanston) but also following up existing targets generated at the Laverton Project, care and maintenance costs at the Nelson Bay River Project and general working capital. |
| **Summary of material terms of agreement to issue** | The Options were issued pursuant to customary placement offer letters between the Company and the recipients. |
| **Voting Exclusion Statement** | A voting exclusion statement applies to this Resolution. |
| **Compliance** | The issue did not breach Listing Rule 7.1. |

**$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**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 Catalina Resources Ltd (ACN 130 618 683).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

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

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

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

**Meeting** means the meeting convened by the Notice.

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

**Option** means an option to acquire a Share.

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

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Section** means a section of the Explanatory Statement.

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

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

**Shareholder** means a registered holder of a Share.

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

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

## SCHEDULE 1 - TERMS AND CONDITIONS OF PLAN

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. |
| **Participant** | **Participant** means an Eligible Participant who has been granted any Security under the Plan. |
| **Purpose** | The purpose of the Plan is to:<br>(a) assist in the reward, retention and motivation of Eligible Participants;<br>(b) link the reward of Eligible Participants to Shareholder value creation; and<br>(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 a security in the capital of the Company granted under these Plan, including a Share, Option, Performance Right or other Convertible Security (**Securities**). |
| **Maximum number of Convertible Securities** | The Company will ensure that any invitations under the Plan which are made within Australia and involve monetary consideration comply with the Corporations Act (as modified by any applicable ASIC instruments).The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exemption 13(b)), following Shareholder approval, is 300,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately. |
| **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 *Income Tax Assessment Act 1997* (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) the Securities provided under the Plan on such terms and conditions as the Board decides.<br>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.<br>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 Convertible Securities** | A **Convertible Security** represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).<br>Prior to a Convertible Security being exercised, the holder:<br>(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;<br>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;<br>(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). |
| **Restrictions on dealing with Convertible Securities** | Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.<br><br>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them. |
| **Vesting of Convertible Securities** | Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse. |
| **Forfeiture of Convertible Securities** | Convertible Securities will be forfeited in the following circumstances:<br><br>(a) in the case of unvested Convertible Securities, where the holder ceases to be an Eligible Participant (for example, the Participant's employment, office or engagement with the Company or any Associated Body Corporate (as defined in the Corporations Act) is terminated or discontinued);<br><br>(b) in the case of unvested Convertible Securities, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board determines, in its discretion, that some or all of the Participant's Convertible Securities are forfeited;<br><br>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;<br><br>(d) on the date the Participant becomes insolvent; or<br><br>(e) on the Expiry Date.<br><br>Notwithstanding the above, the Board may decide (on any conditions which it thinks fit) that some or all of the Participant's Convertible Securities will not be forfeited at that time, but will be forfeited at the time and subject to the conditions it may specify by written notice to the Participant. |
| **Listing of Convertible Securities** | Convertible Securities 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 Convertible Securities granted under the Plan on the ASX or any other recognised exchange. |
| **Exercise of Convertible Securities** | To exercise a security, the Participant must deliver a signed notice of exercise (**Exercise Notice**) and pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.<br><br>Convertible Securities 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** | Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant. |
| **Restriction periods and restrictions on transfer of Shares on exercise** | If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security 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. |

| | |
|---|---|
| | Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:<br>(a) 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 the Convertible Securities 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 Corporations Act;<br>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions 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; and<br>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy. |
| **Rights attaching to Shares on exercise** | All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company. |
| **Change of control** | If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value. |
| **Participation in entitlements and bonus issues** | Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues. |
| **Adjustment for bonus issue** | 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 Participant is entitled, upon exercise of the Convertible 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 Convertible Securities are exercised. |
| **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 each Participant holding Convertible Securities 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. |
| **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.<br>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.<br>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 *Income Tax Assessment Act 1997* (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise. |

## SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

<table>
<tr><td>1.</td><td>Entitlement</td><td>Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.</td></tr>
<tr><td>2.</td><td>Plan</td><td>The Performance Rights are granted under the Company's Employee Incentive Securities Plan (Plan).<br><br>Defined terms in these terms and conditions have the same meaning as in the Plan. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</td></tr>
<tr><td>3.</td><td>Consideration</td><td>Nil consideration is payable for the Performance Rights.</td></tr>
<tr><td>4.</td><td>Expiry Date</td><td>Each Performance Right will expire on the earlier to occur of:<br><br>(a) the Performance Rights lapsing and being forfeited under the Plan; and<br><br>(b) 5:00 pm (WST) on:
<table>
<tr><th>CLASS</th><th>EXPIRY DATE</th></tr>
<tr><td>A</td><td>3 years from the date of issue</td></tr>
<tr><td>B</td><td>3 years from the date of issue</td></tr>
</table>
(Expiry Date).<br><br>For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.</td></tr>
<tr><td>5.</td><td>Vesting Conditions</td><td>The Performance Rights shall vest as follows:
<table>
<tr><th>CLASS</th><th>VESTING CONDITION</th></tr>
<tr><td>A</td><td>The volume weighted average Share price (VWAP) calculated over 20 consecutive days on which the Shares have actually traded, exceeding $0.01.</td></tr>
<tr><td>B</td><td>The VWAP calculated over 20 consecutive days on which the Shares have actually traded, exceeding $0.015.</td></tr>
</table>
each, a Vesting Condition.</td></tr>
<tr><td>6.</td><td>Rights attaching to Performance Rights</td><td>Prior to a Performance Right being converted, the holder:<br><br>(a) does not have any interest (legal, equitable or otherwise) in any Share which may be issued on conversion of the Performance Right other than as expressly set out in the Plan;<br><br>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;<br><br>(c) is not entitled to receive any dividends declared by the Company; and<br><br>(d) is not entitled to participate in any new issue of Shares (refer to section 16).</td></tr>
<tr><td>7.</td><td>Restrictions on dealing with Performance Rights</td><td>The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board.<br><br>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.</td></tr>
<tr><td>8.</td><td>Cessation of Employment</td><td>Other than where the Participant's employment is ceased for fraudulent or dishonest actions or breach of duties to the Company, on the termination or cessation of the Participant's employment, all or such other number of unvested Performance Rights (based on the extent to which the Vesting Condition has been satisfied) continue "on-foot" and will be tested upon satisfaction of the Vesting Condition, vesting only to the extent that the Vesting Condition has been satisfied. Alternatively, the Board can modify the Vesting Conditions or determine that unvested Performance Rights lapse.</td></tr>
</table>

| | | |
|---|---|---|
| **9.** | **Forfeiture Conditions** | Performance Rights will be forfeited in the following circumstances:<br>(a) in the case of unvested Performance Rights, where the Participant ceases to be an Eligible Participant (for example, the Participant's employment, office or engagement with the Company or any Associated Body Corporate (as defined in the Corporations Act) is terminated or discontinued), other than where cessation occurs due to fraudulent or dishonest actions or breach of duties to the Company. In such cases, unvested Performance Rights (based on the extent to which the vesting conditions have been satisfied at the time of cessation) will remain on foot and be tested in the ordinary course, unless the Board determines to modify the vesting conditions or to cause the unvested Performance Rights to lapse;<br>(b) in the case of unvested Performance Rights, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group, and the Board exercises its discretion to deem some or all of the Participant's Performance Rights to be forfeited;<br>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;<br>(d) on the date the Participant becomes insolvent, or their Nominated Party (if applicable) becomes insolvent; or<br>(e) on the Expiry Date.<br>Notwithstanding the above, the Board may decide (on any conditions which it thinks fit) that some or all of the Participant's Performance Rights will not be forfeited at that time, but will be forfeited at the time and subject to the conditions it may specify by written notice to the Participant. |
| **10.** | **Conversion** | The Performance Rights can be converted at any time on and from the delivery of a vesting notice until the Expiry Date (**Conversion Period**). |
| **11.** | **Conversion Notice** | The Performance Rights may be converted during the Conversion Period by delivery of a written notice specifying the number of Performance Rights being converted (**Conversion Notice**). |
| **12.** | **Timing of issue of Shares and quotation of Shares on conversion** | Within five Business Days after the issue of a Conversion Notice by the holder, the Company will:<br>(a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled; and<br>(b) if required, issue a substitute certificate for any remaining unconverted Performance Rights held by the holder.<br>Additionally, the Company will 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, as soon as reasonably practicable. |
| **13.** | **Restrictions on transfer of Shares on conversion** | Shares issued on conversion of the Performance Rights are subject to the following restrictions:<br>(a) 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 conversion of the 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 Corporations Act;<br>(b) all Shares issued on conversion of the Performance Rights are subject to restrictions 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; and<br>(c) all Shares issued on conversion of the Performance Rights are subject to the terms of the Company's Securities Trading Policy as set out on the Company's website. |
| **14.** | **Rights attaching to Shares on conversion** | Shares issued upon conversion of the Performance Rights will rank equally with the then Shares of the Company. |

| | | |
|---|---|---|
| **15.** | **Change of Control** | Subject at all times to the Listing Rules, if a Change of Control Event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Performance Rights will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Performance Rights on a Change of Control Event is limited to vesting or varying the Vesting Conditions in respect to the Performance Rights and does not include a discretion to lapse or forfeit unvested Performance Rights for less than fair value. |
| **16.** | **Participation in new issues** | Subject always to the rights under paragraphs 17 and 18, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues. |
| **17.** | **Adjustment for bonus issue** | 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 Performance Rights is entitled, upon conversion of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are converted. |
| **18.** | **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 each holder holding Performance Rights 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. |

## SCHEDULE 3 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 10 to 13 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Performance Rights were ascribed the following value:

| ASSUMPTIONS: | CLASS A | CLASS B |
|---|---|---|
| Valuation date | 30 September 2025 | 30 September 2025 |
| Market price of Shares | $0.0040 | $0.0040 |
| Commencement of performance/vesting period | 1 November 2025 | 1 November 2025 |
| Performance measurement/vesting date | To vest upon the Shares achieving a VWAP of at least $0.010 for 20 consecutive trading days on which the Shares are traded on ASX. | To vest upon the Shares achieving a VWAP of at least $0.015 for 20 consecutive trading days on which the Shares are traded on ASX. |
| 1 November 2028 | | |
| Expiry date (length of time from issue) | 1 November 2028 | 1 November 2028 |
| Risk free interest rate | 3.60% | 3.60% |
| Volatility (discount) | 100% | 100% |
| **Indicative value per Performance Right** | **$0.0040** | **$0.0040** |
| **Total Value of Performance Rights** | **$588,000** | **$400,000** |
| - Ross Cotton (Resolution 10) | $260,000 | $180,000 |
| - Jade Smith (Resolution 11) | $120,000 | $80,000 |
| - Karl Simich (Resolution 12) | $140,000 | $140,000 |
| - Martin Bennett (Resolution 13) | $68,000 | - |

# SCHEDULE 4 – 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 $0.005 (**Exercise Price**). |
| 3. | **Expiry Date** | Each Option will expire at 5:00 pm WST) on 22 May 2027 (**Expiry Date**).<br><br>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:<br><br>(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;<br><br>(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<br><br>(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.<br><br>If a notice delivered under paragraph 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. |

## 37. PARTIAL TAKEOVER PLEBISCITES

### 37.1 Resolution to Approve Proportional Off-Market Bid

(a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("**bid class securities**"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 37 referred to as a "**prescribed resolution**") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.

(b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.

(c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.

(d) A prescribed resolution that has been voted on is to taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

### 37.2 Meetings

(a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 37.2 as if the last mentioned meeting was a general meeting of the Company.

(b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 37 before the 14$^{th}$ day before the last day of the bid period for the proportional off-market bid (the "**resolution deadline**").

### 37.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 37 before the resolution deadline, the Company is, on or before the resolution deadline:

(a) to give the bidder; and

(b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

### 37.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 37, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 37, deemed to have been passed in accordance with this clause 37.

### 37.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 37 before the resolution deadline, and is rejected, then:

(a) despite section 652A of the Corporations Act:

(i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and

(ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,

are deemed to be withdrawn at the end of the resolution deadline;

(b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 37.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;

(c) the bidder:

(i) is entitled to rescind; and

(ii) must rescind as soon as practicable after the resolution deadline,

each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and

(d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

### 37.6 Renewal

This clause 37 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 37.

Catalina Resources

# Proxy Voting Form

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

**Catalina Resources Ltd | ABN 74 130 618 683**

Your proxy voting instruction must be received by **11:00am (AWST) on Tuesday, 04 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

**YOUR NAME AND ADDRESS**

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

**STEP 1 - APPOINT A PROXY**

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

**DEFAULT TO THE CHAIR OF THE MEETING**

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

**STEP 2 - VOTES ON ITEMS OF BUSINESS**

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

**APPOINTMENT OF SECOND PROXY**

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

**SIGNING INSTRUCTIONS**

**Individual:** Where the holding is in one name, the Shareholder must sign.
**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.
**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.
**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
**Email Address:** Please provide your email address in the space provided.
**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

**CORPORATE REPRESENTATIVES**

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

**Lodging your Proxy Voting Form:**

**Online**
Use your computer or smartphone to appoint a proxy at
https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone
**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**

**BY MAIL:**
Automic
GPO Box 5193
Sydney NSW 2001

**IN PERSON:**
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

**BY EMAIL:**
meetings@automicgroup.com.au

**BY FACSIMILE:**
+61 2 8583 3040

**All enquiries to Automic:**
**WEBSITE:**
https://automicgroup.com.au

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

## STEP 1 - How to vote

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Catalina Resources Ltd, to be held at **11:00am (AWST) on Thursday, 06 November 2025 at Level 2, 7 Havelock Street, West Perth WA 6005** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 9, 10, 11, 12 and 13 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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## STEP 2 - Your voting direction

| Resolutions | | For | Against | Abstain |
|---|---|---|---|---|
| 1 | ADOPTION OF REMUNERATION REPORT | | | |
| 2 | ELECTION OF DIRECTOR – MR JADE SMITH | | | |
| 3 | ELECTION OF A DIRECTOR – MR KARL SIMICH | | | |
| 4 | ELECTION OF A DIRECTOR – MR ROSS COTTON | | | |
| 5 | RE-ELECTION OF A DIRECTOR WHO IS RETIRING BY ROTATION IN ACCORDANCE WITH THE QUOTA SET OUT IN THE CONSTITUTION | | | |
| 6 | APPROVAL OF 7.1A MANDATE | | | |
| 7 | REPLACEMENT OF CONSTITUTION | | | |

| Resolutions | | For | Against | Abstain |
|---|---|---|---|---|
| 8 | INSERTION OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION | | | |
| 9 | APPROVAL TO ISSUE SECURITIES UNDER AN INCENTIVE PLAN | | | |
| 10 | APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR ROSS COTTON | | | |
| 11 | APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR JADE SMITH | | | |
| 12 | APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR KARL SIMICH | | | |
| 13 | APPROVAL TO ISSUE PERFORMANCE RIGHTS TO MR MARTIN BENNETT | | | |
| 14 | RATIFICATION OF PRIOR ISSUE OF OPTIONS | | | |

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 – Signatures and contact details

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|---|---|---|
| | | |
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/ /

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**