EV RESOURCES LIMITED
ACN 009 144 503
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00am (WST)

DATE: Thursday, 20 November 2025

PLACE: 311 – 313 Hay Street
Subiaco WA 6008

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 18 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 – SHANE MENERE

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 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Shane Menere, a Director who was appointed as an additional Director on 19 June 2025, retires, and being eligible, is elected as a Director."*

3. RESOLUTION 3 – ELECTION OF DIRECTOR – JUSTIN WERNER

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 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Justin Werner, a Director who was appointed as an additional Director on 19 June 2025, retires, and being eligible, is elected as a Director."*

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – ADRIAN PAUL

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 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Adrian Paul, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

5. RESOLUTION 5 – 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."*

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF WOGEN AND XCLR 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 Wogen and XCLR Options to Wogen Resources Ltd and Xcelsior Capital Advisors Ltd on the terms and conditions set out in the Explanatory Statement."*

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

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 37,008,833 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

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 197,783,667 Shares to Unrelated Placement Participants on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 296,457,500 Shares to Unrelated Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 265,625,000 free attaching Placement Options to Unrelated Placement Participants (or their nominees) on the terms and conditions set out in the Explanatory Statement."

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO LOCKSLEY RESOURCES UNDER TRANCHE 2 OF THE PLACEMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 93,750,000 Shares and 46,875,000 free attaching Placement Options to Locksley Resources Limited (or its nominees) on the terms and conditions set out in the Explanatory Statement."

12. RESOLUTION 12 – APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO TRIBECA INVESTMENT

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 125,000,000 Shares and 62,500,000 free attaching Placement Options to Tribeca Investment Partners Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."

13. RESOLUTION 13 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – SHANE MENERE

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 43,750,000 Shares and 21,875,000 free attaching Placement Options to Mr Shane Menere (or his nominees) on the terms and conditions set out in the Explanatory Statement."

14. RESOLUTION 14 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – JUSTIN WERNER

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 18,750,000 Shares and 9,375,000 free attaching Placement Options to Mr Justin Werner (or his nominees) on the terms and conditions set out in the Explanatory Statement."

15. RESOLUTION 15 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO LEAD MANAGER

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 162,500,000 Placement Options to Alpine Capital Pty Ltd (or its nominees) on the terms and conditions set out in the Explanatory Statement."

16. RESOLUTION 16 – RATIFICATION OF PRIOR AGREEMENT TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION

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 agreement to issue 25,000,000 Shares to MineMaker LLC (or its nominees) on the terms and conditions set out in the Explanatory Statement."

Dated: 14 October 2025

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	In accordance with sections 250(BD)(2) and 250R, a vote on this Resolution must not be cast: (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or (b) as a proxy by a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties. However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 6 – Ratification of prior issue of Wogen and XCLR Options	Wogen Resources Ltd and Xcelsior Capital Advisors Ltd or any other person who participated in the issue or an associate of that person or those persons.
Resolution 7 – Ratification of prior issue of Shares under Tranche 1 of the Placement	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Ratification of prior issue of Shares under Tranche 1 of the Placement	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 9 – Approval to issue Shares under Tranche 2 of the Placement	Unrelated Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue Placement Options to Unrelated Placement Participants	Unrelated Placement Participants (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Approval to Issue Shares and Placement Options to Locksley Resources under Tranche 2 of the Placement	Locksley Resources Limited (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 12 – Approval to Issue Shares and Placement Options to Tribeca Investment	Tribeca Investment Partners Pty. Ltd. (or their nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 13 – Approval of Director participation in the Placement – Shane Menere	Mr Shane Menere (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 14 – Approval of Director participation in the Placement – Justin Werner	Mr Justin Werner (or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 15 – Approval to issue Placement Options to Lead Manager	Alpine Capital Pty Ltd (or its nominees) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 16 – Ratification of prior agreement to issue Shares in consideration for Acquisition	MineMaker LLC or any other person who participated in the agreement to issue or is a counterparty to the agreement being approved 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 the Proxy Form and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6489 0600.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at https://evresources.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. RESOLUTION 2 – ELECTION OF DIRECTOR – SHANE MENERE

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 Shane Menere, having been appointed by other Directors on 19 June 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

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

Qualifications, experience and other material directorships	Shane Menere is an accomplished mining executive and entrepreneur, and his expertise spans financial markets, investor relations, and board-level governance. Mr Menere has held senior executive and director positions across several Australian gold mining and exploration companies and remains on the Board of Tec Minerals, a private technology-focused, exploration and discovery company which he co-founded in 2021.With more than 25 years of international experience in mining, resource development, and infrastructure delivery, Mr Menere has led projects across Australia, Indonesia, Papua, and the broader Asia-Pacific region. Mr Menere is currently serving as the Chief Executive Officer and Executive Director of Far East Gold Ltd (ASX: FEG), an exploration and development company with a portfolio of copper and gold projects across Southeast Asia and Australia. Mr Menere was the original founder of the company and listed FEG on the ASX in March 2020, after which the company was one of the top performing IPOs.
Term of office	Mr Menere has served as a Director since 19 June 2025.
Independence	If re-elected, the Board does not consider that Mr Menere will be an independent Director. Mr Menere holds performance-based securities as approved at the Company's General Meeting held on 25 September 2025 which is a factor in assessing independence.
Other material information	The Company generally 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 is in the process of completing these checks.
Board recommendation	Having received an acknowledgement from Mr Menere that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Menere since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Menere) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Menere will be elected to the Board as a non-executive Chairman.

If this Resolution is not passed, Mr Menere will not continue in their role as non-executive Chairman.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – JUSTIN WERNER

4.1 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 Justin Werner, having been appointed by other Directors on 19 June 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

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

Qualifications, experience and other material directorships	Justin Werner is a seasoned mining executive with over 20 years of global mining experience. He currently serves as the Managing Director of Nickel Industries Limited (ASX: NIC), the world's largest listed pure nickel producer operating in Indonesia with a market capitalization of A$3 billion. As Managing Director of NIC, Mr Werner has overseen the company's transformation into the world's largest listed pure-play nickel producer, producing more than 130,000 tonnes of nickel in 2024. Mr Werner also co-founded Far East Gold (with Mr Shane Menere) in 2020 and served as a Non-Executive Director for Alpha HPA Limited (ASX: A4N), contributing to the company's development of high-purity alumina products from 2010 until his retirement from the board in November 2023.
Term of office	Mr Werner has served as a Director since 19 June 2025.
Independence	If re-elected, the Board does not conside that Mr Werner will be an independent Director. Mr Werner holds performance-based securities as approved at the Company's General Meeting held on 25 September 2025 which is a factor in assessing independence.
Other material information	The Company generally conducts appropriate checks on the background and experience of candidates on their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company is in the process of completing these checks.
Board recommendation	Having received an acknowledgement from Mr Werner that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Werner since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Werner) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Werner will be re-elected to the Board as a non-executive Director.

If this Resolution is not passed, Mr Werner will not continue in their role as non-executive Director.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – ADRIAN PAUL

5.1 General

Listing Rule 14.4 and clause 15.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

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

Mr Adrian Paul, having held office without re-election since 24 November 2022 and being eligible, retires by rotation and seeks re-election.

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

Qualifications, experience and other material directorships	Mr Paul has over 30 years of experience in the securities industry and was previously a partner in the Australian stockbroking firm D.J. Carmichael & Co. Mr Paul has held various non-executive directorships of public companies listed on ASX such as Chrysalis Resources Limited. Mr Paul currently manages a private investment company and utilises his extensive networks established in stockbroking and investment banking
Term of office	Mr Paul has served as a Director since 14 April 2020 and was last re-elected on 24 November 2022.
Independence	If re-elected, the Board does not consider that Mr Paul will be an independent Director.
Board recommendation	Having received an acknowledgement from Mr Paul that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Paul since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Paul) recommend that Shareholders vote in favour of this Resolution.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Paul will be re-elected to the Board as an executive Director.

If this Resolution is not passed, Mr Paul will not continue in their role as executive Director.

6. RESOLUTION 5 – APPROVAL OF 7.1A MANDATE

6.1 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 $29,547,550. The Company is therefore an Eligible Entity.

6.2 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.

6.3 Technical information required by Listing Rule 7.3A

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

REQUIRED INFORMATION	DETAILS
	available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

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 13 October 2025.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		DILUTION			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		**Shares issued – 10% voting dilution**	**Issue Price**		
			$0.006	**$0.012**	**$0.018**
			50% decrease	**Issue Price**	**50% increase**
			Funds Raised		
Current	2,462,295,843	246,229,584	$1,477,377	$2,954,755	$4,432,132
50% increase	3,693,443,765	369,344,376	$2,216,066	$4,432,132	$6,648,198
100% increase	4,924,591,686	492,459,168	$2,954,755	$5,909,510	$8,864,265

*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 2,462,295,843 Shares on issue (ASX:EVR),
2. The issue price set out above is the closing market price of the Shares on the ASX on 13 October 2025 (being $0.012) (**Issue Price**). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements

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<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td></td><td>under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

(a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and

(b) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</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.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

(a) the purpose of the issue;

(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

(c) the effect of the issue of the Equity Securities on the control of the Company;

(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;

(e) prevailing market conditions; and

(f) advice from corporate, financial and broking advisers (if applicable).</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 29 November 2024 (Previous Approval).

During the 12-month period preceding the date of the Meeting, being on and from 29 November 2024 – 12 months prior to the Meeting, the Company issued an aggregate of 197,783,667 Shares pursuant to the Previous Approval (Previous Issue), which represent approximately 14.2% of the total diluted number of Equity Securities on issue in the Company on 29 November 2024 – 12 months prior to the Meeting, which was 1,396,271,485.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.

The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<table><tr><td>Date of Issue and Appendix 2A</td><td>Date of Issue: 19 September 2025

Date of Appendix 2A: 19 September 2025</td></tr></table></td></tr>
</table>

REQUIRED INFORMATION	DETAILS
	Number and Class of Equity Securities Issued: 197,783,667 Shares[2] **Issue Price and discount to Market Price[1] (if any)**: $0.008 per Share (at a discount of 20% to Market Price). **Recipients**: Professional and sophisticated investors as part of a placement announced on 10 September 2025. The placement participants were identified through a bookbuild process, which involved Alpine Capital Pty Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the participants in the placement were material investors that are required to be disclosed under ASX Guidance Note 21. **Total Cash Consideration and Use of Funds**: **Amount raised**: $1,582,269; **Amount spent**: $1,000,000; **Use of funds**: exploration and development expenditure, acquisition of Dollar and Milton projects, partial loan repayment and ongoing working capital. **Amount remaining**: $600,000; **Proposed use of remaining funds:**[3] exploration and development of assets and ongoing working capital. **Notes:** 1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities. 2. Fully paid ordinary shares in the capital of the Company (ASX:EVR) (terms are set out in the Constitution). 3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
Voting exclusion statement	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.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF WOGEN AND XCLR OPTIONS

7.1 Background

As announced on 20 August 2025, the Company has executed a tri-party memorandum of understanding with Wogen Resources Limited (**Wogen**) and Xcelsior Capital Advisors Ltd (**XCLR**) (**MOU**). The material terms of the MOU are set out in Schedule 1.

In consideration of the strategic partnership contemplated by the MOU between the Company, Wogen and XCLR, the Company has issued an aggregate of 10,000,000 unlisted Options to Wogen and XCLR exercisable at $0.01 expiring four (4) years from the date of issue, comprising of:

(a) 5,000,000 Options to Wogen; and

(b) 5,000,000 Options to XCLR,

(together, the **Wogen and XCLR Options**).

The Wogen and XCLR Options were issued on 24 September 2025.

For further information in respect of the MOU, refer to the Company's ASX announcement dated 20 August 2025.

7.2 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 10,000,000 Wogen and XCLR Options to Wogen and XCLR on 24 September 2025 in consideration for their entry into the MOU.

7.3 Listing Rule 7.1

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

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

7.4 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.

7.5 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.

7.6 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	Wogen and XCLR. 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 Wogen and XCLR Options were issued.
Terms of Securities	The Wogen and XCLR Options were issued on the terms and conditions set out in Schedule 2.

REQUIRED INFORMATION	DETAILS
Date(s) on or by which the Securities were issued.	24 September 2025.
Price or other consideration the Company received for the Securities	The Wogen and XCLR Options were issued at a nil issue price, in consideration for Wogen and XCLR's entry into the MOU.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the MOU.
Summary of material terms of agreement to issue	The Wogen and XCLR Options were issued under the MOU, a summary of the material terms of which is set out in Section 7.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

8. BACKGROUND TO RESOLUTIONS 7 TO 15

8.1 Placement

As announced on 10 September 2025, the Company has received firm commitments from unrelated institutional and sophisticated investors (**Unrelated Placement Participants**) and two of the Directors to raise approximately up to $5.5 million (before costs), through a two-tranche placement of 687,500,000 Shares at an issue price of $0.008 per Share, together with one (1) free attaching listed Option (ASX:EVROA) issued for every two (2) Shares subscribed for and issued (**Placement Options**)(**Placement**).

The Placement Options will be issued subject to Shareholder approval of Resolution 10, on the terms and conditions set out in Schedule 3.

As announced on 10 September 2025, the Company has entered into a non-binding heads of agreement with Locksley Resources Limited (ACN 629 672 144) (**Locksley**), which provides a framework for the Company to supply antimony concentrate from its Los Lirios operations to Locksley (**HOA**). As contemplated by the HOA, the Company proposes to issue 93,750,000 Shares and 46,875,000 Placement Options to Locksley under the Placement, subject to Shareholder approval and contingent upon the Company entering into a binding ore sales agreement with Locksley.

On 11 September 2025, the Company announced its intention to undertake a follow-on placement to Tribeca Investment Partners Pty Ltd (ACN 080 430 100) (**Tribeca Investment**) to raise $1,000,000 via the issue of 125,000,000 Shares and 62,500,000 Placement Options, on terms identical to the Placement, subject to Shareholder approval (**Follow-on Placement**).

(a) **Tranche 1**

On 19 September 2025, the Company issued 234,792,500 Shares at an issue price of $0.008 per Share under tranche one of the Placement (**Tranche 1**) to the Unrelated Placement Participants, comprising:

(i) 37,008,833 Shares issued under the Company's Listing Rule 7.1 placement capacity (being the subject of Resolution 7); and

(ii) 197,783,667 Shares issued under the Company's Listing Rule 7.1A placement capacity (being the subject of Resolution 8).

Resolutions 7 and 8 of this Notice seek Shareholder approval for the ratification of an aggregate of 234,792,500 Shares issued under Tranche 1 of the Placement.

(b) **Tranche 2**

The Company is proposing to issue, under tranche two of the Placement:

(i) 296,457,500 Shares to the Unrelated Placement Participants (or their nominees), subject to Shareholder approval of Resolution 9;

(ii) 93,750,000 Shares and 46,875,000 Placement Options to Locksley, subject to Shareholder approval of Resolution 11 and contingent upon the Company entering into a binding ore sales agreement with Locksley; and

(iii) an aggregate of 62,500,000 Shares and 31,250,000 Placement Options to two of the Directors (or their nominees), to enable the participation of Mr Menere and Mr Werner in tranche two of the Placement on the same terms as the Unrelated Placement Participants subject to Shareholder approval of Resolutions 13 and 14 for the purposes of Listing Rule 10.11,

(**Tranche 2**).

Further, the Company is proposing to issue 125,000,000 Shares and 62,500,000 Placement Options to Tribeca Investment under the Follow-on Placement, on terms identical to the Placement, subject to Shareholder approval of Resolution 12.

The Company has engaged Alpine Capital Pty Ltd (ACN 155 409 653) (**Alpine** or **Lead Manager**) as sole lead manager to the Placement and Follow-on Placement pursuant to a lead manager mandate dated 1 September 2025 (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Company agree to pay/issue Alpine:

(a) a cash fee of $330,000 (plus GST) (being, 6% of the amount raised under the Placement);

(b) a cash fee of $60,000 (plus GST) (being, 6% of the amount raised under the Follow-on Placement); and

(c) an aggregate of 162,500,000 Placement Options for services provided under the Placement and Follow-on Placement on the terms and conditions set out in Schedule 3 (subject to Shareholder approval being obtained at this Meeting under Resolution 15).

8.2 Use of funds

Funds raised will be applied primarily to the advancement of the Los Lirios and Dollar Antimony Projects, including: detailed geological mapping, trenching, and systematic channel sampling; execution of Phase 1 drilling programs for resource definition and preparation of pilot plant feedstock; pilot-scale mine restart at Los Lirios and upgrade of the 100 tpd plant; metallurgical test work on fresh sulphide composites to optimise recovery and concentrate specifications; step-out and follow-up drilling to expand resources; and completion of maiden resource estimates and scoping studies.

For further information in respect of the Placement and the follow-on placement to Tribeca Investment Partners, refer to the Company's ASX announcements dated 10 and 11 September 2025.

9. RESOLUTIONS 7 AND 8 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT

9.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the 234,792,500 Shares under Tranche 1 of the Placement.

As set out in Section 8.1 above, 37,008,833 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being, the subject of Resolution 7) and 197,783,667 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 8).

9.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 29 November 2024.

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

9.3 Listing Rule 7.4

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

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

9.4 Technical information required by Listing Rule 14.1A

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

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 5 being passed at this Meeting.

9.5 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	The Unrelated Placement Participants who were identified through a bookbuild process, which involved Alpine seeking expressions of interest from the Unrelated Placement Participants to participate in the Placement. 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	An aggregate of 234,792,500 Shares was issued on the following basis: (a) 37,008,833 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 7); and (b) 197,783,667 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 8).

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	19 September 2025.
Price or other consideration the Company received for the Securities	$0.008 per Share issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of Tranche 1 of the Placement was to raise capital, which the Company intends to use in the manner set out in Section 8.2.
Summary of material terms of agreement to issue	The Shares issued under Tranche 1 of the Placement were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1 or Listing Rule 7.1A.

10. RESOLUTION 9 – APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT

10.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 296,477,500 Shares to Unrelated Placement Participants (or their nominees) under Tranche 2 of the Placement.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

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

10.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to complete Tranche 2 of the Placement in its entirety and raise the full $5,500,000 million (before costs).

10.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The Unrelated Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Alpine seeking expressions of interest from Unrelated Placement Participants to participate in Tranche 2 of the Placement. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	296,477,500 Shares will be issued under Tranche 2 of the Placement.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares under Tranche 2 of the Placement within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.008 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Placement is to raise capital, which the Company intends to use in the manner set out in Section 8.2.
Summary of material terms of agreement to issue	The Shares under Tranche 2 of the Placement are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

11. RESOLUTION 10 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS

11.1 General

As set out in Section 8.1, the Company is proposing to issue 265,625,000 Placement Options, being one (1) free attaching Option to be issued for every two (2) Shares subscribed for and issued to Unrelated Placement Participants under the Placement.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options to Unrelated Placement Participants.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

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

11.3 Technical information required by Listing Rule 14.1A

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

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

11.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons	The Unrelated Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Alpine seeking expressions of interest from Unrelated Placement Participants to participate in the Placement.

REQUIRED INFORMATION	DETAILS
were or will be identified/selected	The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	265,625,000 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Placement Options will be issued at a nil issue price, as free-attaching options issued in connection with the participation of Unrelated Placement Participants in the Placement. Each Placement Option is exercisable at $0.02 per Placement Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Placement Options is to satisfy the Company's obligations under the Placement.
Summary of material terms of agreement to issue	The Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

12. RESOLUTION 11 – APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO LOCKSLEY RESOURCES UNDER TRANCHE 2 OF THE PLACEMENT

12.1 General

As set out in Section 8.1, the Company proposes to issue 93,750,000 Shares and 46,875,000 free attaching Placement Options to Locksley under Tranche 2 of the Placement and pursuant to the HOA. The issue is subject to Shareholder approval and is contingent upon the Company entering into a binding ore sales agreement with Locksley.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 93,750,000 Shares and 46,875,000 Placement Options to Locksley (or its nominees) under Tranche 2 of the Placement.

12.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

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

12.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to complete Tranche 2 of the Placement in its entirety and raise the full $5,500,000 million (before costs).

12.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Locksley (or its nominees).
Number of Securities and class to be issued	93,750,000 Shares and 46,875,000 free attaching Placement Options will be issued on a 1 for 2 basis.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares and Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares and Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), subject to the Company entering into a binding ore sales agreement with Locksley.
Price or other consideration the Company will receive for the Securities	$0.008 per Share and nil per Placement Option as the Placement Options will be issued free attaching with the Shares on a 1 for 2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Placement is to is to raise capital, which the Company intends to use in the manner set out in Section 8.2.
Summary of material terms of agreement to issue	The Shares and Placement Options are being issued under the HOA, a summary of the material terms of which is set out in Section 8.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

13. RESOLUTION 12 – APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO TRIBECA INVESTMENT

13.1 General

As set out in Section 8.1, the Company proposes to issue 125,000,000 Shares and 62,500,000 free attaching Placement Options to Tribeca Investment, on terms identical to the Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 125,000,00 Shares and 62,500,000 Placement Options to Tribeca Investment (or its nominees).

13.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

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

13.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to complete the Follow-on Placement to Tribeca Investment and raise $1,000,000 million.

13.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Tribeca Investment (or its nominees).
Number of Securities and class to be issued	125,000,00 Shares and 62,500,000 free attaching Placement Options will be issued on a 1 for 2 basis.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Placement Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares and Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares and Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	$0.008 per Share and nil per Placement Option as the Placement Options will be issued free attaching with the Shares on a 1 for 2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Follow-on Placement is to is to raise capital, which the Company intends to use in the manner set out in Section 8.2.
Summary of material terms of agreement to issue	The Shares and Placement Options are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

14. RESOLUTIONS 13 AND 14 – APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT

14.1 General

As set out in Section 8.1, two of the current Directors, Shane Menere and Justin Werner (together, the **Related Party Participants**), wish to participate in Tranche 2 of the Placement for an aggregate of $500,000 on the same terms as the Unrelated Placement Participants (**Participation**).

Accordingly, Resolutions 13 and 14 seek Shareholder approval under and for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 62,500,000 Shares and 31,250,000 Placement Options to the Related Party Participants (or their nominees), comprising:

(a) 43,750,000 Shares and 21,875,000 Placement Options to Mr Menere (or his nominees) (the subject of Resolution 13); and

(b) 18,750,000 Shares and 9,375,000 Placement Options to Mr Werner (or his nominees) (the subject of Resolution 14),

on the terms set out below.

The Shares and Placement Options are together referred to as the **Participation Securities**.

14.2 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 Participation constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Menere 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 Participation Securities will be issued to Mr Menere (or his nominees) on the same terms as Securities offered to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Werner who has a material personal interest in Resolution 14) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Participation Securities will be issued to Mr Menere (or his nominees) on the same terms as Securities offered to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

14.3 Listing Rule 10.11

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

10.11.1 a related party;

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

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

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

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

unless it obtains the approval of its shareholders.

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

Resolutions 13 and 14 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

14.4 Technical information required by Listing Rule 14.1A

If Resolutions 13 and 14 are passed, the Company will be able to proceed with the issue of the Participation Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 8.2 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Participation Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 13 and 14 are not passed, the Company will not be able to proceed with the issue of the Participation Securities and the Company will not be able to raise the full amount under the Placement.

14.5 Technical information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued and categorisation under Listing Rule 10.11	The Participation Securities will be issued to the Related Party Participants (or their nominees), who each fall within the category set out in Listing Rule 10.11.1 by virtue of being Directors. Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Participation Securities to be issued to the Related Party Participants 62,500,000 Shares and 31,250,000 Placement Options, comprising: (a) 43,750,000 Shares and 21,875,000 Placement Options to Shane Menere (or his nominees) (the subject of Resolution 13); and (b) 18,750,000 Shares and 9,375,000 Placement Options to Justin Werner (or his nominees) (the subject of Resolution 14).
Terms of Securities	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The terms and conditions of the Placement Options are set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Participation Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Participation Securities later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will have an issue price of $0.008, and the issue price of the Placement Options will be nil, being the same issue price as the Shares and Placement Options issued to the Unrelated Placement Participants pursuant to the Placement. The Company will not receive any other consideration for the issue of the Participation Securities (other than in respect of funds received on exercise of the Placement Options).
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the Placement is to is to raise capital, which the Company intends to use in the manner set out in Section 8.2.

REQUIRED INFORMATION	DETAILS
Remuneration package	The issue of the Participation Securities is not intended to remunerate or incentivise the Directors.
Summary of material terms of agreement to issue	The Participation Securities are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

15. RESOLUTION 15 – APPROVAL TO ISSUE PLACEMENT OPTIONS TO LEAD MANAGER

15.1 General

As set out in Section 8.1 the Company has engaged Alpine Capital Pty Ltd (Alpine) as sole lead manager to the Placement and Follow-on Placement.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 162,500,000 Placement Options to Alpine (or its nominees) in consideration for lead manager services provided under the Placement and Follow-on Placement.

The Placement Options proposed to Alpine are on the same terms and conditions as the Placement Options issued to Unrelated Placement Participants, as set out in Schedule 3.

15.2 Listing Rule 7.1

As summarised in Section 8.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

15.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to satisfy its obligations under the Lead Manager Mandate and may be required to renegotiate the terms of the Lead Manager Mandate.

15.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Alpine (or its nominees).
Number of Securities and class to be issued	162,500,000 Placement Options will be issued.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 3.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or

REQUIRED INFORMATION	DETAILS
	such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Placement Options will be issued at a nil issue price, in consideration for lead manager services provided by Alpine.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Placement Options to Alpine (or its nominees) is to satisfy the Company's contractual obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Placement Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 8.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

16. RESOLUTION 16 – RATIFICATION OF PRIOR AGREEMENT TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION

16.1 Background

On 26 September 2025, the Company entered into an agreement with MineMaker LLC (**Vendor**) (**Agreement**) to acquire Strategic Minerals Inc, the holder of 100% of the Milton Antimony Project mining claims which are located in Nye County, Nevada, USA, comprising eighteen (18) claims (**Sale Assets**) (**Acquisition**).

The material terms of the Agreement are set out below:

(a) completion of the Acquisition is subject to the Vendor completing all necessary filings and securing legal title to the Sale Assets within 50 days of the Agreement (**Condition Precedent**). For the avoidance of doubt, if the Condition Precedent is not satisfied or waived within 50 days of the Agreement, the Agreement may be terminated;

(b) as consideration for the Acquisition, the Company has agreed to pay/issue the Vendor (or its nominees) the following:

    (i) $150,000 non-refundable payment within 15 days of the date of the Agreement;

    (ii) on completion of the Acquisition (and subject to Shareholder approval on Resolution 16) 25,000,000 Shares (being $350,000 at a deemed issue price of $0.014 per Share);

    (iii) upon and subject to completion, a two percent (2%) net smelter return (**NSR**) to the Vendor (or its nominees) on all minerals produced from the Sale Assets. The NSR, which may be further detailed in a royalty agreement, shall be paid quarterly in arrears, grant audit rights to the Vendor, and be calculated on the gross proceeds received by the Company from a smelter or refinery from the sale of minerals, less: transport, smelting, refining and penalty charges.

16.2 General

As set out in Section 16.1 above, the Company entered into the Agreement with the Vendor to acquire the Sale Assets.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the agreement to issue 25,000,000 Shares to the Vendor in consideration for the Acquisition.

16.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 9.2 above.

The agreement to 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.

16.4 Listing Rule 7.4

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

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

16.5 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.

16.6 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	MineMaker LLC. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	25,000,000 Shares will be issued.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company may issue the Shares at any time following the dispatch of this Notice and prior to the date of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a deemed issue price of $0.014 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Agreement.
Summary of material terms of agreement to issue	The Shares were agreed to be issued under the Agreement, a summary of the material terms of which is set out in Section 16.1.

REQUIRED INFORMATION	DETAILS
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Compliance	The agreement to issue did not breach Listing Rule 7.1.

GLOSSARY

$ means Australian dollars.

7.1A Mandate has the meaning given in Section 6.1.

Acquisition has the meaning given to that term in Section 16.1.

Agreement has the meaning given to that term in Section 16.1.

Alpine means Alpine Capital Pty Ltd (ACN 155 409 653).

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 EV Resources Limited (ACN 009 144 503).

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.

Follow-on Placement has the meaning given to that term in Section 8.1.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

HOA has the meaning given to that term in Section 8.1.

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

Lead Manager means Alpine.

Lead Manager Mandate has the meaning given to that term in Section 8.1.

Listing Rules means the Listing Rules of ASX.

Locksley means Locksley Resources Limited (ACN 629 672 144).

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.

MOU has the meaning given to that term in Section 7.1.

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

Option means an option to acquire a Share.

Participation has the meaning given to that term in Section 14.1.

Participation Securities have the meaning given to that term in Section 14.1.

Placement has the meaning given to that term in Section 8.1.

Placement Options have the meaning given to that term in Section 8.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Participants have the meaning given to that term in Section 14.1.

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

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

Sale Assets have the meaning given to that term in Section 16.1.

Section means a section of the Explanatory Statement.

Security means a Share or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Tribeca Investment means Tribeca Investment Partners Pty Ltd (ACN 080 430 100).

Unrelated Placement Participants have the meaning given to that term in Section 8.1.

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

Vendor means MineMaker LLC.

Wogen means Wogen Resources Limited.

Wogen and XCLR Options have the meaning given to that term in Section 7.1.

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

XCLR means Xcelsior Capital Advisors Ltd.

1.	**Offtake Rights**	Wogen to receive exclusive offtake rights for antimony produced at Los Lirios, subject to internal scoping study and execution of definitive agreements, which will include certain conditions precedent being met, including, amongst others, satisfactory due diligence to Wogen's absolute discretion.
2.	**Debt Funding**	XCLR and Wogen to collaborate on a secured debt facility of US$2.0–3.0 million to fund project development and construction. Any facility is subject to the execution of definitive agreements, which will include certain conditions precedent being met, including, amongst others, satisfactory due diligence to XCLR/Wogen's absolute discretion.
3.	**Technical & Market Support**	Wogen and XCLR to provide technical expertise and market intelligence on product specification, pricing, and marketing for the product from Los Lirios and other projects of the Company as agreed from time to time.
4.	**Option Issuance**	The Company to issue 10 million unlisted Options (5 million each to Wogen and XCLR), exercisable at $0.01, expiring four (4) years from the date of issue and will be issued within 15 days of signing the MOU.
5.	**Nature of MOU**	Non-binding except for confidentiality and legal provisions; subject to due diligence, regulatory approvals, and execution of final agreements.
6.	**Term**	The MOU remains in effect for 12 months from the date of signing unless terminated earlier by mutual consent or default.

SCHEDULE 2 – TERMS AND CONDITIONS OF WOGEN AND XCLR OPTIONS

1.	**Entitlement**	Each Wogen and XCLR Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Placement Option will be $0.01 (**Exercise Price**).
3.	**Expiry Date**	Each Wogen and XCLR Option will expire at 5:00 pm (WST) four (4) years from the date of issue (**Expiry Date**). A Wogen and XCLR Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4.	**Exercise Period**	The Wogen and XCLR Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Wogen and XCLR 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 Wogen and XCLR 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 Wogen and XCLR Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Wogen and XCLR Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Wogen and XCLR Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Wogen and XCLR 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 Wogen and XCLR Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Wogen and XCLR Options without exercising the Wogen and XCLR Options.
11.	**Change in exercise price**	Wogen and XCLR Options do not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Wogen and XCLR Option can be exercised.
12.	**Transferability**	The Wogen and XCLR Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS(ASX:EVROA)

1.	**Entitlement**	Each Placement Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	**Exercise Price**	Subject to paragraph 9, the amount payable upon exercise of each Placement Option will be $0.02 (**Exercise Price**).
3.	**Expiry Date**	Each Placement Option will expire at 5:00 pm (WST) on 30 November 2026 (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Placement Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**Exercise Notice**	The Placement Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Exercise Notice**) and payment of the Exercise Price for each Placement Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options. If a notice delivered under 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Placement Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

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

Proxy Voting Form

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

EV Resource Limited | ABN 66 009 144 503

Your proxy voting instruction must be received by **11:00am (AWST) on Tuesday, 18 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 EV Resource Limited, to be held at **11:00am (AWST) on Thursday, 20 November 2025 at 311-313 Hay Street, Subiaco WA 6008** 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

EVR

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	ADOPTION OF REMUNERATION REPORT			
2	ELECTION OF DIRECTOR – SHANE MENERE			
3	ELECTION OF DIRECTOR – JUSTIN WERNER			
4	RE-ELECTION OF DIRECTOR – ADRIAN PAUL			
5	APPROVAL OF 7.1A MANDATE			
6	RATIFICATION OF PRIOR ISSUE OF WOGEN AND XCLR OPTIONS			
7	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT			
8	RATIFICATION OF PRIOR ISSUE OF SHARES UNDER TRANCHE 1 OF THE PLACEMENT			
9	APPROVAL TO ISSUE SHARES UNDER TRANCHE 2 OF THE PLACEMENT			
10	APPROVAL TO ISSUE PLACEMENT OPTIONS TO UNRELATED PLACEMENT PARTICIPANTS			
11	APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO LOCKSLEY RESOURCES UNDER TRANCHE 2 OF THE PLACEMENT			
12	APPROVAL TO ISSUE SHARES AND PLACEMENT OPTIONS TO TRIBECA INVESTMENT			
13	APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – SHANE MENERE			
14	APPROVAL OF DIRECTOR PARTICIPATION IN THE PLACEMENT – JUSTIN WERNER			
15	ARRPOVAL TO ISSUE PLACEMENT OPTIONS TO LEAD MANAGER			
16	RATIFICATION OF PRIOR AGREEMENT TO ISSUE SHARES IN CONSIDERATION FOR ACQUISITION			

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).

14 October 2025

Dear Shareholder

Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (**Meeting**) of the Shareholders of EV Resources Limited (**Company** or **EV Resources**) will be held at 311-313 Hay Street, Subiaco WA 6008 on Thursday, 20 November 2025 at 11.00am WST.

As permitted by the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting and accompanying Explanatory Memorandum (**Notice of Meeting**) to shareholders unless a shareholder has requested a hard copy. The Notice of Meeting can be viewed and downloaded from the link set out below: https://evresources.com.au/asx-announcements/

Alternatively, the Notice of Meeting will also be available on the ASX website, ticker code: EVR, at the following link: https://www.asx.com.au/markets/company/EVR

Lodge your proxy and voting instructions before the meeting online, by mail or by fax

Shareholders are strongly encouraged to vote by proxy. Enclosed with this notice is a paper copy Proxy Form which you can either use to lodge your voting instructions online, or complete and return by mail, fax or in person, following the instructions on the Proxy Form. In order for your proxy to count, Automic must receive your voting instructions by no later than 11:00 am (WST) on 18 November 2025.

If it becomes necessary or appropriate to make alternative arrangements to those set out in the Notice of Meeting, the Company will notify shareholders accordingly via the Company's website and the ASX Market Announcements Platform. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at https://investor.automic.com.au/#/home and log in with your unique shareholder identification number and postcode (or country for overseas residents).

Yours faithfully,

Louisa Martino
Company Secretary

311-313 Hay St Subiaco, Western Australia 6008
+61 (0) 8 6489 0600
info@evresources.com.au