

22 September 2025

Dear Shareholders

Marquee Resources Limited Shareholders General Meeting

You are invited to attend the general meeting of shareholders of Marquee Resources Limited (**Company**) (ASX: MQR) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Tuesday, 21 October 2025 at 11.00 am (AWST) (**Meeting**).

In accordance with recent modifications to the *Corporations Act 2001* (Cth) (the **Act**), the notice of meeting (**Notice**) is being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E of the Act, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed online and downloaded via:

- via the Company's website at www.marqueeresources.com.au/investor-centre/announcements ;
- via the Company's ASX page at www.asx.com.au/asx/share-price-research/company/MQR; and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at <https://investor.automic.com.au/#/loginsah> and log in with your unique shareholder identification number and postcode (or country for overseas residents), that you can find on your enclosed personalised proxy form.

Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab. As a valued shareholder in the Company, we look forward to your participation in the meeting.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must vote online or attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company or submit your vote online.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 9388 0051 or at anna@marqueeresources.com.au between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely



Anna Mackintosh
Company Secretary
Marquee Resources Limited

Marquee Resources Limited
(ACN 616 200 312)

Notice of General Meeting

Notice is given that a general meeting of the Company (**Meeting**) will be held at:

Time	11.00 am (WST)
Date	21 October 2025
Place	22 Townshend Road Subiaco WA 6008

Important: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

Notice of General Meeting

Notice is given that the Meeting of Marquee Resources Limited (ACN 616 200 312) (**Company**) will be held at 11:00 am (WST) on 21 October 2025 at 22 Townshend Road, Subiaco WA 6008.

Agenda

Resolutions

1 Resolution 1 – Ratification of prior Issue of Tranche 1 Placement Shares under the Placement

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of 146,679,804 Shares at \$0.011 per Share comprising:

(a) 88,007,882 Shares under Listing Rule 7.1; and

(b) 58,671,922 Shares under Listing Rule 7.1A,

as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the Shares or any of their respective associates

2 Resolution 2 – Approval of Issue of Tranche 2 Placement Shares under 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 81,818,181 Shares at an issue price of \$0.011 each under the Placement, as described in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or an associate of that person or those persons.
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3 Resolution 3 – Approval to Issue Placement Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 114,248,993 attaching Placement Options as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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 Shareholder) or any of their respective associates.

4 Resolution 4 – Approval to Issue Lead Manager Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,134,778 Lead Manager Options to the Lead Manager (or its nominees) as described in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Lead Manager (and its nominees) or any of their respective associates.

Voting prohibitions, exclusions and exceptions

Where a voting exclusion and / or voting prohibition applies to a Resolution, it is set out below the relevant Resolution. The voting exclusions and / or voting prohibitions (as applicable) for the following Resolutions are subject to the exceptions stated in the table below (as applicable).

Resolution	Exceptions
1, 2, 3 and 4	The voting exclusion does not apply to a vote cast in favour of the Resolution by: (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or (c) a Shareholder 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 Shareholder 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 Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Voting entitlements

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 11.00am (WST) on 19 October 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting instructions

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes.

An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.

- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
 - (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
 - (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
 - (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
 - (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Automic:
 - (i) by post to GPO Box 5193 Sydney NSW 2001;
 - (ii) in person at Level 5, 126 Phillip Street, Sydney NSW 2000;
 - (iii) by facsimile at +61 2 8583 3040;
 - (iv) by email at meeting@automicgroup.com.au; or
 - (v) online at <https://investor.automic.com.au/#/loginsah> or by scanning the QR code on the Proxy Form,
- so that they are received no later than 48 hours before the commencement of the Meeting.
- (j) The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Document components

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Authorisation

By order of the Board.



Anna MacKintosh
Company Secretary

22 September 2025

Explanatory Statement

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions.

A Proxy Form is located at the end of the Explanatory Statement.

1 General

In accordance with section 110D of the Corporations Act (as inserted by the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth)), this Notice and Explanatory Statement are being made available to Shareholders by electronic means and the Company will not be dispatching physical copies of this Notice, other than to any Shareholder who has elected to receive notices of meeting in hard copy only pursuant to section 110E, or who otherwise requests a hard copy of this Notice at least 48 hours before the Meeting.

The Notice can be viewed and downloaded at the following link:

- (a) the Company's website at www.marqueeresources.com.au/announcements;
- (b) the Company's ASX platform at www.asx.com.au/asx/share-price-research/company/MQR; or
- (c) if the Shareholder has nominated an email address and has elected to receive electronic communications from the Company, the link sent by the Company to the Shareholder's nominated email address.

2 Placement

2.1 Overview

As referred to in its announcement to ASX on 20 August 2025, the Company has agreed to issue up to 228,497,985 Shares at an issue price of \$0.011 each to sophisticated and professional investors to raise up to \$2,513,477.84 (before costs) (**Placement**).

Pursuant to the Placement, the Company:

- (a) has issued 146,679,804 Shares under the Company's existing placement capacities under Listing Rules 7.1 (88,007,882 Shares) and 7.1A (58,671,922 Shares) (**Tranche 1 Placement Shares**);
- (b) intends to issue 81,818,181 Shares subject to Shareholder approval for the purposes of Listing Rule 7.1 (**Tranche 2 Placement Shares**);
- (c) intends to issue 114,248,993 attaching options exercisable at \$0.02 expiring 30 months from date of issue and otherwise issued on the terms set out in **Schedule 2 (Placement Options)** subject to Shareholder approval for the purposes of Listing Rule 7.1; and
- (d) intends to issue 25,134,778 Lead Manager Options on the terms set out in Schedule 3 subject to Shareholder approval for the purpose of Listing Rule 7.1.

2.2 Use of funds

It is proposed that the funds from the Placement will primarily be used for exploration and other expenditure in relation to the Mt Clement and Sa Pedra Bianca Projects, general working capital, and to pay capital raising fees at 6% of the amount raised under the Placement (i.e. up to \$150,809).

2.3 Shareholder approval

The Company is seeking Shareholder approval for:

- (a) the ratification of the issue of the Tranche 1 Placement Shares for the purposes of Listing Rule 7.4;
- (b) the issue of the Tranche 2 Placement Shares and the Placement Options for the purposes of Listing Rule 7.1; and
- (c) the issue of the Lead Manager Options for the purpose of Listing Rule 7.1.

3 Resolutions 1 – Ratification of Prior Issue of Tranche 1 Placement Shares under the Capital Raising Placement

3.1 Overview

On 20 August 2025, the Company issued 146,679,804 Shares at an issue price of \$0.011 each pursuant to the first tranche of the Placement (the Tranche 1 Placement Shares), as follows:

- (a) 88,007,882 Shares pursuant to Listing Rule 7.1; and
- (b) 58,671,922 Shares pursuant to Listing Rule 7.1A.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares issued under Listing Rules 7.1 and 7.1A.

3.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Under Listing Rule 7.1A an eligible entity can seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 18 November 2024.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolution 1 seeks shareholder approval for the issue of the Tranche 1 Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares (being 26 August 2025).

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 10% limit under Listing Rule 7.1A, effectively

decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares (being 26 August 2025).

3.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the Company provides the following information in relation to this Resolution:

(a) **Names of the persons**

The Tranche 1 Placement Shares were issued to sophisticated and professional investors introduced by the Lead Manager to the Placement who were selected by the Company in consultation with the Lead Manager and none of whom are a related party of the Company or a “material investor” within the meaning in ASX Guidance Note 21.

(b) **Number of securities issued**

146,679,804 fully paid ordinary shares were issued under this part of the Placement (the Tranche 1 Placement Shares).

(c) **Date on which the entity issued the securities**

The Tranche 1 Placement Shares were issued on 26 August 2025.

(d) **Issue price of the securities**

The Tranche 1 Placement Shares were issued at \$0.011 each.

(e) **Purpose of the issue**

The purpose of the issue of the Tranche 1 Placement Shares was to raise \$1,613,477.84. The funds raised from the issue of the Tranche 1 Placement Shares will be used for exploration and other expenditure in relation to the Mt Clement Project, Sa Pedra Bianca Project, general working capital, and to pay capital raising fees.

(f) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

3.4 Directors’ recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

4 Resolutions 2 and 3 – Approval of Issue of Tranche 2 Placement Shares and Placement Options under the Placement

4.1 Overview

As set out in section 2, the Company proposes to issue, subject to Shareholder approval under Resolutions 2 and 3 for the purposes of Listing Rule 7.1:

- (a) 81,818,181 Shares at an issue price of \$0.011 each pursuant to the second tranche of the Placement (the Tranche 2 Placement Shares); and
- (b) 114,248,993 Placement Options attaching to the Shares issued under the Placement on a one for one basis.

Under Resolution 2, the Company is seeking Shareholder approval to issue the Tranche 2 Placement Shares under the Placement.

Under Resolution 3, the Company is seeking Shareholder approval to issue the Placement Options under the Placement.

If Resolutions 2 and 3 are passed, the issue of the Tranche 2 Placement Shares and the Placement Options can proceed under the Placement.

If Resolutions 2 and 3 are not passed, the issue of the Tranche 2 Placement Shares and the Placement Options will not proceed under the Placement.

4.2 Listing Rule 7.1

For information on Listing Rule 7.1, please refer to section 3.2.

4.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the Company provides the following information relating to Resolutions 2 and 3:

(a) Names of the persons

The Tranche 2 Placement Shares will be issued to sophisticated and professional investors that have been introduced by the Lead Manager who were selected by the Company in consultation with the Lead Manager and none of whom are a related party of the Company or a "material investor" within the meaning in ASX Guidance Note 21.

The Placement Options will be issued to the recipients of the Placement.

(b) Number of securities to be issued

81,818,181 fully paid ordinary shares and 114,248,993 Placement Options will be issued under Resolutions 2 and 3 respectively.

(c) Terms of the Placement Options

The Placement Options will be issued on the terms set out in Schedule 2.

(d) Date by which the entity will issue the securities

The Shares and Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver of the Listing Rules). It is anticipated that the Shares and Placement Options will be issued immediately after the Meeting.

(e) Issue price or consideration of the securities

The Shares will be issued for \$0.11 each.

The Placement Options will be issued for nil cash consideration as they are being issued as attaching to the Shares issued under the Placement on a one for one basis.

(f) Purpose of the issue

The purpose of the issue of the Tranche 2 Placement Shares is to raise \$934,146.51 before costs. The funds raised from the issue of the Tranche 2 Placement Shares will be used for exploration and other expenditure in relation to the Mt Clement and Sa Pedra Bianca Projects, general working capital, and to pay capital raising fees.

The purpose for the issue of the Placement Options was to incentivise subscribers to participate in the Placement. No funds will be raised from the issue of the Placement Options.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

4.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 2 and 3.

5 Resolution 4 – Approval of issue of Lead Manager Options

5.1 General

As set out in section 2 above, the Company recently completed the Placement. On 20 August 2025, the Company and Ignite Equity Pty Ltd (**Lead Manager**) entered into a corporate advisory mandate (**Mandate**) pursuant to which the Lead Manager agreed to provide the Company with, amongst other things, lead management services with respect to capital raisings undertaken by the Company during the term of the Mandate as well as provide ongoing corporate advisory services.

Pursuant to the Mandate, the Company agreed, subject to the successful completion of the Placement, to:

- (a) issue the Lead Manager (or its nominees) 25,134,778 unquoted Options exercisable at \$0.02 each on or before the date that is 30 months from the date of issue as partial consideration for the lead manager services provided by the Lead Manager to the Company in connection with the Placement (the Lead Manager Options); and
- (b) to pay the Lead Manager (or its nominees) a capital raising fee of 6% (plus GST) of the \$2,513,477.84 raised by the Lead Manager (or nominees) under the Placement (being approximately \$150,809 (plus GST)).

The Mandate otherwise contains terms and conditions considered customary for an agreement of this nature (including in relation to termination events, representations, warranties, confidentiality and indemnities).

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue 25,134,778 Lead Manager Options to the Lead Manager (or its nominees).

If Resolution 4 is passed it will allow the Company to issue the Lead Manager Options.

If Resolution 4 is not passed, the Company will not be able to proceed to issue the Lead Manager Options and the Company will have to pay the Lead Manager a cash equivalent based on the value determined using the Black Scholes methodology as at the date of the Meeting.

5.2 Listing Rules 7.1

For information on Listing Rule 7.1, please refer to section 3.2.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) **Names of the persons**

The Lead Manager Options will be issued to Ignite Equity Pty Ltd, the Lead Manager (or their nominees).

(b) **Number of securities to be issued**

The number of Lead Manager Options to be issued to the Lead Manager is 25,134,778.

(c) **Terms of the issue**

The Lead Manager Options will be issued on the terms and conditions set out in Schedule 3.

(d) **Date by which the entity will issue the securities**

The Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

(e) **Issue price of the securities**

The Lead Manager Options will be issued for nominal cash consideration of \$0.00000000001 per Lead Manager Option, as part consideration for lead manager services provided by the Lead Manager to the Company in relation to the Placement.

(f) **Purpose of the issue**

The purpose of the issue of the Lead Manager Options is for part consideration of the lead manager services provided by the Lead Manager to the Company with respect to the Placement.

(g) **Terms of Mandate**

The Lead Manager Options will be issued pursuant to the Mandate, the material terms of which are set out in section 5.1.

(h) **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

5.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

Schedule 1 – Definitions

\$ or A\$ means Australian Dollars.

Article means an article of the Constitution.

ASIC means the Australian Securities and 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 board of Directors.

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 person appointed to chair the Meeting of the Company convened by the Notice.

Company means Marquee Resources Limited (ACN 616 200 312).

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement which forms part of the Notice.

Lead Manager means Ignite Equity Pty Ltd (ACN 658 888 601).

Lead Manager Options means 25,134,778 unquoted Options to be issued to the Lead Manager (or its nominees) pursuant to the Mandate on the terms and conditions set out in Schedule 3 which are the subject of Resolution 4.

Listing Rules means the listing rules of ASX.

Mandate has the meaning given in section 5.1.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to or accompanying the Notice.

Placement has the meaning given in section 2.1.

Placement Options means 114,248,993 unquoted Options -attaching to the Placement Shares on a 1 for 2 basis on the terms and conditions set out in Schedule 2, which are the subject of Resolution 3.

Placement Participants means the sophisticated and professional investors introduced to the Company by the Lead Manager, who participated in the Placement.

Placement Shares means the Tranche 1 Placement Shares and Tranche 2 Placement Shares.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Statement.

Securities means any Equity Securities of the Company (including Shares and Options).

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

Shareholder means the holder of a Share.

Trading Day has the meaning given in the Listing Rules.

Tranche 1 Placement Shares has the meaning given in section 3.1.

Tranche 2 Placement Shares has the meaning given in section 4.1.

WST means Western Standard Time being the time in Perth, Western Australia.

Schedule 2 – Terms and Conditions of Placement Options

The terms and conditions of the Placement Options are:

(a) **Entitlement**

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

(b) **Issue Price**

The Placement Options will be issued for a nil issue price.

(c) **Exercise Price**

Subject to section (j), the amount payable upon exercise of each Placement Option will be \$0.02 (**Exercise Price**).

(d) **Expiry Date**

Each Placement Option will expire at 5:00pm (AWST) on or before the date that is 30 months from the date of issue (**Expiry Date**). A Placement Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Placement Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

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 (**Notice of Exercise**) 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.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Placement Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Placement Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Placement Options.

If a notice delivered under this section 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.

- (i) **Shares issued on exercise**

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

- (j) **Reconstruction of capital**

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

- (k) **Participation in new issues**

There are no participation rights or entitlements inherent to 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 their Placement Options.

- (l) **Change in exercise price**

A Placement Option 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.

- (m) **Transferability**

The Placement Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

- (n) **Quotation**

The Company will not seek to have the Placement Options quoted by ASX.

Schedule 3 – Terms and Conditions of Lead Manager Options

The terms and conditions of the Lead Manager Options are:

(a) **Entitlement**

Each Lead Manager Option entitles the holder to subscribe for one Share upon exercise of the Lead Manager Option.

(b) **Issue Price**

The Lead Manager Options will be issued for a nominal issue price of \$0.000000000001 each.

(c) **Exercise Price**

Subject to section (i), the amount payable upon exercise of each Lead Manager Option will be \$0.02 (**Exercise Price**).

(d) **Expiry Date**

Each Lead Manager Option will expire at 5:00pm (AWST) on or before the date that is 30 months from the date of issue (**Expiry Date**). A Lead Manager Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Lead Manager Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Lead Manager Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Lead Manager Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Lead Manager Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Lead Manager Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Lead Manager Options.

If a notice delivered under this section 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.

(i) **Shares issued on exercise**

Shares issued on exercise of the Lead Manager Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Lead Manager Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(n) **Quotation**

The Company will not seek to have the Lead Manager Options quoted by ASX.



Marquee Resources Limited | ABN 94 616 200 312

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:00am (AWST) on Sunday, 19 October 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

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BY FACSIMILE:

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All enquiries to Automic:

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