
CORE ENERGY MINERALS LIMITED
ACN 009 118 861
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:30 am WST
DATE: 23 July 2025
PLACE: Unit 3
32 Harrogate Street
WEST LEEDERVILLE WA 6007

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 10:30 am WST on 21 July 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES – TRANCHE 1 – LISTING RULE 7.4

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 286,235 Convertible Notes on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – APPROVAL TO ISSUE CONVERTIBLE NOTES TO INVESTORS – TRANCHE 2 – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders ratify the issue of 1,713,765 Convertible Notes on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE ATTACHING OPTIONS – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 free attaching Options on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS – GBA CAPITAL PTY LTD

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 46,299,000 Broker Options on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – ANTHONY GREENAWAY

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 9,000,000 Performance Rights to Anthony Greenaway (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – CHRISTOPHER GALE

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Performance Rights to Christopher Gale (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – DAVID VILENSKY

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,300,000 Performance Rights to David Vilensky (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 8 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTOR – CHRISTOPHER WIENER

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 6,300,000 Performance Rights to Christopher Wiener (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Dated: 11 June 2025

Voting Prohibition Statement

Resolution 5 – Approval to Issue Performance Rights to Director – Anthony Greenaway	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 – Approval to Issue Performance Rights to Director – Christopher Gale	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 7 – Approval to Issue Performance Rights to Director – David Vilensky	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 8 – Approval to Issue Performance Rights to Director – Christopher Wiener	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and

	(b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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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 1 – Ratification of prior issue of Convertible Notes – Tranche 1	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Tranche 1 Investors) or an associate of that person or those persons.
Resolution 2– Approval to issue Convertible Notes – Tranche 2	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 2 Investors) or an associate of that person (or those persons).
Resolution 3– Approval to issue Free Attaching Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 1 and Tranche 2 Investors) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Broker Options	GBA Capital or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to Issue Performance Rights to Director – Anthony Greenaway	Anthony Greenaway (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to Issue Performance Rights to Director – Christopher Gale	Christopher Gale (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to Issue Performance Rights to Director – David Vilensky	David Vilensky (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to Issue Performance Rights to Director – Christopher Wiener	Christopher Wiener (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the shares (except a benefit solely by reason of being a holder of ordinary shares in the Company) or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6117 4797.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 4

1.1 Overview

On 28 April 2023, the Company announced it had secured up to AU\$1.75 million through the issue of unsecured convertible notes to both new and existing groups of sophisticated and professional investors with a total of 1,750 convertible notes subscribed for, each with a face value of \$1,000 each of which \$1.403 million remained outstanding this month (\$809,000 maturing on 15 May 2025 and \$594,000 maturing on 29 June 2025) (**2023 Convertible Notes**).

On 5 June 2025, the Company announced that the holders of the 2023 Convertible Notes have agreed to roll the amount of their 2023 Convertible Notes into a subscription for new convertible notes (**2025 Convertible Notes**) and effectively extend the maturity date of the 2023 Convertible Notes to mid-July 2027. For the period between maturity of the 2023 Convertible Notes and issue date of the 2025 Convertible Notes, the holders have agreed to extend the maturity dates of their 2023 Convertible Notes from 15 May and 29 June 2025 to 30 November 2025.

The Company proposes to also issue up to an additional \$597,000 worth of 2025 Convertible Notes to investors who are not holders of 2023 Convertible Notes to bring the total face value of the 2025 Convertible Notes to be up to approximately \$2,000,000.

The Company confirms that in relation to the holders of the 2023 Convertible Notes, who are rolling over and subscribing for 2025 Convertible Notes, no cash will be raised via the issue of these 2025 Convertible Notes because the application monies are deemed to have been used to redeem the outstanding 2023 Convertible Notes. The Company intends to apply the additional \$597,000 raised towards the advancement of its exploration programs and its existing cash reserves.

The 2025 Convertible Notes will be issued on the following terms:

- (a) \$2,000,000 worth of 2025 Convertible Notes to be issued across two tranches as follows:
 - (i) **Tranche 1:** comprising \$286,235 worth of 2025 Convertible Notes (286,235 notes with a face value of \$1.00) (**Tranche 1 Notes**) issued pursuant to the Company's available placement capacity under ASX Listing Rule 7.1 on 10 June 2025. The ratification of the issue of the Tranche 1 Notes is the subject of Resolution 1; and
 - (ii) **Tranche 2:** comprising up to \$1,713,765 worth of 2025 Convertible Notes (1,713,765 notes with a face value of \$1.00) (**Tranche 2 Notes**) to be issued subject to receiving shareholder approval under Resolution 2.

The Company has entered into convertible note deeds with the Investors (**Convertible Note Deeds**), a summary of the material terms of which are set out in Schedule 1.

Each 2025 Convertible Note can only be converted after three months from the date of issue at a conversion price which is the lower of:

- (a) \$0.02; or
- (b) a 15% discount to the VWAP of Shares during the 15 trading days before (but not including) the conversion date, except where the conversion price calculated is less than \$0.005 (**Floor Price**) in which case the conversion price will be the Floor Price,

(**Conversion Formula**).

The 2025 Convertible Notes have a term of 24 months from the issue date, with interest payable quarterly at 10% per annum in cash, which is cumulative, accrues daily and is payable on the last day of each month of the relevant quarter.

In lieu of paying interest in cash, the Company may make an election to pay interest by issuing Shares, with the number of Shares to be issued calculated by multiplying the outstanding face value of the relevant notes on the due date for payment of the interest by an interest rate of 15% per annum, divided by the 5-day volume weighted average price of Shares immediately prior to (but not including) the due date for payment of the interest. The Company may only elect to pay interest by issuing Shares where it has or will have on the due date for payment sufficient placement capacity under ASX Listing Rule 7.1 to complete the issue and allotment of the Shares without the need for any shareholder approvals.

The Company also proposes to issue up to 20,000,000 free attaching options to subscribers of the 2025 Convertible Notes, on the basis that each noteholder will receive 10 free attaching CR30 listed options for every \$1.00 subscribed for, with an exercise price of \$0.035 each and expiring on 31 March 2027 (**Options**). The issue of the Options is subject to the receipt of Shareholder approval under Resolution 3.

GBA Capital Pty Ltd (**GBA Capital**) were engaged by the Company as the Lead Manager to the issue of the new Convertible Notes under the lead manager mandate (**Lead Manager Mandate**).

As consideration for these services, the Company will pay GBA Capital a 6% capital raising fee (plus GST if applicable) on the total number of 2025 Convertible Notes, which is to be paid as follows:

- (a) 6% on \$1,403,000 is to be paid via the issue of CR30 Options exercisable at \$0.035 each and expiring on 31 March 2027 (**Broker Options**). The number of Broker Options is calculated based on the most recent CR30 Option Price and the Company has agreed to issue 46,299,000 Broker Options. The issue of the Broker Options is subject to Shareholder approval under Resolution 4; and
- (b) 6% on the balance of the 2025 Convertible Notes being \$597,000 is payable by the Company in cash.

Further details in respect of the issue of the 2025 Convertible Notes are set out in the ASX announcement released on 5 June 2025.

1.2 Summary of Resolutions

Resolutions 1 to 4 seeks:

- (a) **Resolution 1** – Shareholder approval to ratify the issue of the Tranche 1 Notes;
- (b) **Resolution 2** – Shareholder approval for the issue of the Tranche 2 Notes;
- (c) **Resolution 3** – Shareholder approval for the issue of the free attaching Options; and
- (d) **Resolution 4** – Shareholder approval for the issue of the Broker Options.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES – TRANCHE 1 – LISTING RULE 7.4

2.1 General

As set out in Section 1.1 above, the Company entered into the Convertible Note Deeds for the issue of the 2025 Convertible Notes. Under Tranche 1, the Company issued \$286,235 worth of 2025 Convertible Notes on 10 June 2025, to existing and new sophisticated and professional investors (**Tranche 1 Notes**).

The Convertible Notes can be converted after 10 September 2025 in accordance with the Conversion Formula. A summary of the key terms of the Convertible Note Deeds is set out in Schedule 1.

The issue of the Tranche 1 Notes did not breach Listing Rule 7.1 at the time of the issue.

2.2 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 shares it had on issue at the start of that period.

The issue of the Tranche 1 Notes 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 issue of the Tranche 1 Notes.

2.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking, under Resolution 1, Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Notes.

2.4 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Notes 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 issue of the Tranche 1 Notes.

If Resolution 1 is not passed, the Tranche 1 Notes 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 issue of the Tranche 1 Notes.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Notes.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Tranche 1 Notes were issued to new and existing professional and sophisticated investors who are clients of GBA Capital. The recipients were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. 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	The Tranche 1 Notes were issued with a total face value of \$286,235. A total of 286,235 Tranche 1 Notes were issued.
Terms of Securities	The Tranche 1 Notes issued will convert into fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares in accordance with the Conversion Formula. The maximum number of Shares to be issued on conversion of the Tranche 1 Notes is variable depending on the date at which the Investor wishes to convert their

REQUIRED INFORMATION	DETAILS
	2025 Convertible Notes and the market price of the Company's Shares at the time of conversion. The Tranche 1 Notes conversion will be calculated using the Conversion Formula. The Company has set out various dilution scenarios that may occur on the conversion of the Tranche 1 Notes at Section 2.6 below.
Date(s) on or by which the Securities were issued	The Tranche 1 Notes were issued on 10 June 2025.
Price or other consideration the Company received for the Securities	The Company did not receive any consideration for the Tranche 1 Notes other than the net amount paid by Investors of \$286,235 to subscribe for the Tranche 1 Notes in accordance with the Convertible Note Deeds.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.1 for further details.
Summary of material terms of agreement to issue	The Tranche 1 Notes were issued to the Investors pursuant to the Convertible Note Deeds. A summary of the material terms of the Convertible Note Deeds is set out in Schedule 1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

2.6 Dilution

Set out below is a worked example of the number of Shares that may be issued subject to conversion of the Tranche 1 Notes based on the assumed conversion prices of \$0.02 per 2025 Convertible Note, \$0.011 calculated based on an assumed conversion price which is a 15% discount to the Share price as of 26 May 2025, and \$0.005 being the Floor Price, pursuant to the terms of the Convertible Note Deeds.

Assumed issue price	Maximum number of Shares which may be issued on conversion of the Tranche 1 Notes ¹	Current Shares on issue as at the date of this Notice ²	Increase in the number of Shares on issue assuming the conversion of the maximum amount of Tranche 1 Notes pursuant to Resolution 1 ³	Dilution effect on existing Shareholders
\$0.02	14,311,750	394,847,151	409,158,901	3.5%
\$0.011	26,021,364	394,847,151	420,868,515	6.18 %
\$0.005	57,247,073	394,847,151	452,094,224	12.66%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 394,847,151 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no performance securities converted or additional Shares issued, other than the maximum number of Shares which may be issued on conversion of the Tranche 1 Notes pursuant to Resolution 1 (based on the assumed conversion prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

3. RESOLUTION 2 – APPROVAL TO ISSUE CONVERTIBLE NOTES TO INVESTORS – TRANCHE 2 – LISTING RULE 7.1

3.1 General

As set out in Section 1.1 above, under Tranche 2, the Company proposes to issue 1,713,765 2025 Convertible Notes subject to receipt of Shareholder approval to new and existing sophisticated and professional investors (**Tranche 2 Notes**).

The Convertible Notes can be converted after 3 months from date of issue in accordance with the Conversion Formula. A summary of the key terms of the Convertible Note Deeds is set out in Schedule 1.

The Company intends to issue the Tranche 2 Notes in accordance with the Convertible Note Deeds, subject to this Resolution 2 being passed.

3.2 Listing Rule 7.1

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

The proposed issue of the Tranche 2 Notes 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. Accordingly, the Company is seeking shareholder approval under Listing Rule 7.1 for the issue of the Tranche 2 Notes.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Notes. In addition, the issue of the Tranche 2 Notes and any Shares issued on conversion, 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 Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Notes and the Company will need to renegotiate with the Investors and possibly seek further Shareholder approval, which will add further time and costs to the Company.

3.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

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 Tranche 2 Notes will be issued to new and existing professional and sophisticated investors who are clients of GBA Capital. The recipients were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The Tranche 2 Notes will be issued to Investors with a total face value of \$1,713,765. A total of 1,713,765 Tranche 2 Notes will be issued.
Terms of Securities	The Tranche 2 Notes issued will convert into fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares in accordance with the Conversion Formula. The maximum number of Shares to be issued on conversion of the Tranche 2 Notes is variable depending on the date at which the Investor wishes to convert their 2025 Convertible Notes and the market price of the Company's Shares at the time of conversion. The Tranche 2 Notes conversion will be calculated using the Conversion Formula. The Company has set out various dilution scenarios that may occur on the conversion of the Tranche 2 Notes at Section 3.5 below.
Date(s) on or by which the Securities will be issued	The Tranche 2 Notes will be issued no later than 3 months after the date of the Meeting (and it is intended that issue of the Tranche 2 Notes will occur on the same date.

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company will receive for the Securities	The Company will receive approximately \$600,000 in consideration for the Tranche 2 Notes with the balance of the funds used to roll out the expired and expiring 2023 Convertible Notes.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.1 for further details.
Summary of material terms of agreement to issue	The Tranche 2 Notes will be issued to the Investors pursuant to the Convertible Note Deeds. A summary of the material terms of the Convertible Note Deeds is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

3.5 Dilution

Set out below is a worked example of the number of Shares that may be issued subject to conversion of the Tranche 2 Notes based on the assumed conversion prices of \$0.02 per Convertible Note, \$0.011 calculated based on an assumed conversion price which is a 15% discount to the Share price as of 26 May 2025, and \$0.005 being the Floor Price, pursuant to the terms of the Convertible Note Deeds.

Assumed issue price	Maximum number of Shares which may be issued on conversion of the Tranche 2 Notes ¹	Current Shares on issue as at the date of this Notice ²	Increase in the number of Shares on issue assuming the conversion of the maximum amount of Tranche 2 Notes pursuant to Resolution 2 ³	Dilution effect on existing Shareholders
\$0.02	85,688,200	394,847,151	450,535,351	17.83%
\$0.011	155,796,727	394,847,151	550,643,878	28.29%
\$0.005	342,752,800	394,847,151	737,599,951	46.47%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 394,847,151 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no performance securities converted or additional Shares issued, other than the maximum number of Shares which may be issued on conversion of the Tranche 2 Notes pursuant to Resolution 2 (based on the assumed conversion prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

4. RESOLUTION 3 - APPROVAL TO ISSUE FREE ATTACHING OPTIONS – LISTING RULE 7.1

4.1 General

As summarised in Section 1.1 above, the Company entered the Convertible Note Deeds for the issue of the 2025 Convertible Notes and is proposing to issue up to 20,000,000 free attaching CR3O listed options (**Options**) to Investors. Investors will receive 10 Options for every \$1.00 subscribed for. The Options will have an exercise price of \$0.035 each and expire on 31 March 2027.

The terms and conditions of the Options are set out in Schedule 2.

4.2 Listing Rule 7.1

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

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

4.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Options. In addition, the issue of the Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Options.

4.4 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 Options will be issued to new and existing professional and sophisticated investors, who are clients of GBA Capital. The recipients were identified through a bookbuild process, which involved GBA Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The maximum number of Options to be issued is 20,000,000.
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Options will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Options will occur on the same date.
Price or other consideration the Company will receive for the Securities	The Options will be issued free attaching to the Convertible Notes issued at Tranche 1 and Tranche 2 pursuant and therefore the issue price is nil. The Company will not receive any other consideration for the issue of the Options (other than in respect of funds received on exercise of the Options).
Purpose of the issue, including the intended use of any funds raised by the issue	To satisfy the Company's obligations under the Convertible Note Deeds.
Summary of material terms of agreement to issue	The Options are being issued to Investors under the Convertible Note Deeds. A summary of the material terms of the Convertible Note Deeds is set out in Schedule 1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 4 – APPROVAL TO ISSUE BROKER OPTIONS – GBA CAPITAL PTY LTD

5.1 General

As summarised in Section 1.1 above, the Company entered into the Lead Manager Mandate dated 6 May 2025 and has agreed to issue GBA Capital 46,299,000 Broker Options as part consideration for their services under the Lead Manager Mandate.

A summary of the material terms of the Lead Manager Mandate is as follows:

TERM	
Fees	The Company has agreed to pay GBA Capital a 6% capital raising fee (plus GST if applicable) on the total number of 2025 Convertible Notes, which is to be paid as follows: (a) 6% on \$1,403,000 is to be paid via the issue of CR30 Options exercisable at \$0.035 each and expiring on 31 March 2027 (Broker Options), comprising 46,299,000 Broker Options subject to Shareholder approval sought pursuant to this Resolution 4; and (b) 6% on the balance of the 2025 Convertible Notes, being \$597,000, is payable by the Company in cash.
Broker Options	The Company has agreed to issue GBA Capital 46,299,000 Broker Options as part of the consideration for their services under the Lead Manager Mandate.
Expenses	The Company will pay or reimburse GBA Capital for all out of pocket expenses, reasonably incurred in respect of the Lead Manager Mandate. GBA Capital must obtain the Company's consent for individual expenses in excess of \$2,000.
Termination	GBA Capital may terminate the Lead Manager Mandate immediately if the Company breaches the agreement. Either party may otherwise terminate the Lead Manager Mandate by giving a party 5 business days' notice.

The Lead Manager Mandate otherwise contains standard terms and conditions for an agreement of this nature.

Resolution 4 seeks Shareholder approval for the issue of the Broker Options to GBA Capital.

5.2 Listing Rule 7.1

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

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

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Broker Options.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Broker Options and will be need to pay GBA Capital the fee in cash.

5.4 Technical 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 4:

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 Broker Options will be issued to GBA Capital.
Number of Securities and class to be issued	The maximum number of Broker Options to be issued is 46,299,000.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 2.
Date(s) on or by which the Securities will be issued	The Broker Options will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Broker Options will occur on the same date.
Price or other consideration the Company will receive for the Securities	The Broker Options will be issued at a nil issue price, in part consideration for broker services provided by GBA Capital in the issue of the new Convertible Notes.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue of the Broker Options is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Broker Options are being issued to GBA Capital (or its nominee) pursuant to the Lead Manager Mandate. A summary of the Lead Manager Mandate is set out in Section 5.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 5 TO 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO DIRECTORS

6.1 General

Resolutions 5 to 8 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 29,100,000 Performance Rights to Directors Anthony Greenaway, Christopher Gale, David Vilensky and Christopher Wiener (or their nominee(s)) on the terms and conditions set out below.

The Performance Rights are proposed to be issued with the following vesting conditions:

- (a) **Tranche 1:** Performance Rights will vest upon the Company announcing a JORC compliant uranium resource of 8mlb by the date that is five years from the date of issue.
- (b) **Tranche 2:** Performance Rights will vest upon the Company announcing a JORC compliant uranium resource of 16mlb by the date that is five years from the date of issue.
- (c) **Tranche 3:** Performance Rights will vest on 12 months of continuous service with the Company from 30 June 2025 to 30 June 2026, and expiring on 1 July 2026.
- (d) **Tranche 4:** Performance Rights will vest on the Company reaching a market capitalisation of \$15,000,000 and 24 months of continuous service with the Company from 30 June 2025, and expire on the date that is five years from the date of issue.
- (e) **Tranche 5:** Performance Rights will vest on the Company reaching a market capitalisation of \$25,000,000 and 36 months of continuous

service with the Company, from 30 June 2025, and expire on the date that is five years from the date of issue. Further details in respect of issue are set out in the table below.

QUANTUM	RECIPIENT	RESOLUTION	TRANCHE
9,000,000	Anthony Greenaway	5	Tranche 1: 2,500,000 Performance Rights Tranche 2: 2,500,000 Performance Rights Tranche 3: 2,000,000 Performance Rights Tranche 5: 2,000,000 Performance Rights

QUANTUM	RECIPIENT	RESOLUTION	TRANCHE
7,500,000	Christopher Gale	6	Tranche 3: 2,000,000 Performance Rights Tranche 4: 2,500,000 Performance Rights Tranche 5: 3,000,000 Performance Rights
6,300,000	David Vilensky	7	Tranche 3: 1,700,000 Performance Rights Tranche 4: 2,100,000 Performance Rights Tranche 5: 2,500,000 Performance Rights
6,300,000	Christopher Wiener	8	Tranche 3: 1,700,000 Performance Rights Tranche 4: 2,100,000 Performance Rights Tranche 5: 2,500,000 Performance Rights

6.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Performance Rights should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

6.3 Chapter 2E of the Corporations Act

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

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

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

As Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

6.4 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 shares to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue 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.

6.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and the Company may decide on alternative forms of remuneration for the Directors.

6.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	The Directors of the Company, as set out in Section 6.1.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	The maximum number of Performance Rights to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 6.1 above.
Terms of Shares	The Performance Rights will be issued on the terms set out in Schedule 3.
Date(s) on or by which the Shares will be issued	The Company expects to issue the Performance Rights within 5 Business Days of the Meeting. In any event, the Company will not issue any Performance Rights later than one month after the date of the Meeting.
Price or other consideration the Company will receive for the Shares	The Performance Rights will be issued at a nil issue price.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
Consideration of type and quantum of Security to be issued	The Company has agreed to issue the Performance Rights for the following reasons: (a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders; (b) the issue to the Directors will align the interests of the recipient with those of Shareholders;

REQUIRED INFORMATION	DETAILS																																														
	(c) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Performance Rights on the terms proposed																																														
Remuneration	The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below: <table><tr><th>Related Party</th><th>Current Financial Year ending 30 June 2025</th><th>Previous Financial Year ended 30 June 2024</th></tr><tr><td>Anthony Greenaway</td><td>\$121,955²</td><td>\$67,225</td></tr><tr><td>Christopher Gale</td><td>\$72,000¹</td><td>\$72,271</td></tr><tr><td>David Vilensky</td><td>\$60,000¹</td><td>\$60,050</td></tr><tr><td>Christopher Wiener³</td><td>\$45,000¹</td><td>Nil</td></tr></table> Notes: 1. Comprising Director's salary. 2. Comprising \$120,000 in Director's salary and \$1,955 in share based payments. 3. Appointed as a Director on 7 October 2024.	Related Party	Current Financial Year ending 30 June 2025	Previous Financial Year ended 30 June 2024	Anthony Greenaway	\$121,955 ²	\$67,225	Christopher Gale	\$72,000 ¹	\$72,271	David Vilensky	\$60,000 ¹	\$60,050	Christopher Wiener ³	\$45,000 ¹	Nil																															
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Valuation	The value of the Performance Rights and pricing methodology is set out in Schedule 4.																																														
Summary of material terms of agreement to issue	The Performance Rights are not being issued under an agreement.																																														
Interest in Securities	The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below: As at the date of this Notice <table><tr><th>Recipient</th><th>Shares¹</th><th>Options</th><th>Performance Rights</th><th>Un-diluted</th><th>Fully Diluted</th></tr><tr><td>Anthony Greenaway³</td><td>3,538,654</td><td>1,315,789²</td><td>58,720</td><td>0.90%</td><td>2.46%</td></tr><tr><td>Christopher Gale</td><td>12,449,075</td><td>7,894,373²</td><td>-</td><td>3.15%</td><td>13.41%</td></tr><tr><td>David Vilensky</td><td>3,996,684</td><td>1,052,632²</td><td>-</td><td>1.01%</td><td>2.13%</td></tr><tr><td>Christopher Wiener</td><td>1,315,389</td><td>2,565,789⁴</td><td>-</td><td>0.33%</td><td>3.96%</td></tr></table> Post issue <table><tr><th>Recipient</th><th>Shares¹</th><th>Options</th><th>Performance Rights</th></tr><tr><td>Anthony Greenaway</td><td>3,538,654</td><td>1,315,789²</td><td>9,058,720</td></tr><tr><td>Christopher Gale</td><td>12,449,075</td><td>7,894,373²</td><td>7,500,000</td></tr><tr><td>David Vilensky</td><td>3,996,684</td><td>1,052,632²</td><td>6,300,000</td></tr></table>	Recipient	Shares ¹	Options	Performance Rights	Un-diluted	Fully Diluted	Anthony Greenaway ³	3,538,654	1,315,789 ²	58,720	0.90%	2.46%	Christopher Gale	12,449,075	7,894,373 ²	-	3.15%	13.41%	David Vilensky	3,996,684	1,052,632 ²	-	1.01%	2.13%	Christopher Wiener	1,315,389	2,565,789 ⁴	-	0.33%	3.96%	Recipient	Shares ¹	Options	Performance Rights	Anthony Greenaway	3,538,654	1,315,789 ²	9,058,720	Christopher Gale	12,449,075	7,894,373 ²	7,500,000	David Vilensky	3,996,684	1,052,632 ²	6,300,000
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REQUIRED INFORMATION	DETAILS															
	Christopher Wiener	1,315,389	2,565,789 ⁴	6,300,000												
	Notes: 1. Fully paid ordinary shares in the capital of the Company (ASX:CR3). 2. Quoted Options exercisable at \$0.035 each on or before 31 March 2027 (ASX: CR3O). 3. Mr Greenaway also holds 28,922 Retention Rights. 4. Comprising 1,315,79 Quoted Options exercisable at \$0.035 each on or before 31 March 2027 (ASX: CR3O) and 1,250,000 unlisted Options exercisable at \$0.06 and expiring 27 May 2027.															
Dilution	If the Securities issued under these Resolutions are exercised, a total of 29,100,000 Shares would be issued. This will increase the number of Shares on issue from 394,847,151 (being the total number of Shares on issue as at the date of this Notice) to 423,947,151 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 6.86%, comprising 2.12% by Anthony Greenaway, 1.77% by Christopher Gale, 1.49% by David Vilensky and 1.49% by Christopher Wiener.															
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>Price</th><th>Date</th></tr><tr><td>Highest</td><td>\$0.038</td><td>13 December 2024</td></tr><tr><td>Lowest</td><td>\$0.009</td><td>7 April 2025</td></tr><tr><td>Last</td><td>\$0.012</td><td>11 June 2025</td></tr></table>					Price	Date	Highest	\$0.038	13 December 2024	Lowest	\$0.009	7 April 2025	Last	\$0.012	11 June 2025
	Price	Date														
Highest	\$0.038	13 December 2024														
Lowest	\$0.009	7 April 2025														
Last	\$0.012	11 June 2025														
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.															
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.															
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.															

GLOSSARY

\$ means Australian dollars.

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.

Broker Options has the meaning given to it in Section 1.1.

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 Core Energy Minerals Limited (ACN 009 118 861).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

GBA Capital means GBA Capital Pty Ltd (ABN 51 643 039 123) (AFSL 237 549).

Investors means the new and existing sophisticated and professional investors who have subscribed for the new Convertible Notes.

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 Mandate means the lead manager mandate that the Company entered into with GBA Capital in respect to the Capital Raising dated 6 May 2025.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

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

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS OF THE CONVERTIBLE NOTE DEEDS

1.	Issuer	Core Energy Minerals Ltd (Company)
2.	Subscribers	Sophisticated and professional investors (Noteholder)
3.	Aggregate Face Value	A\$2,000,000 (each Convertible Note has a face value of \$1.00)
4.	Interest Payment	10% per annum, accrued daily and paid quarterly on the last day of each month of the relevant quarter.
5.	Interest Shares	The Company may elect to satisfy its obligation to pay interest on the Outstanding Face Value of the Notes by issuing Shares (Interest Shares) in lieu of interest otherwise payable in Immediately Available Funds. The applicable interest rate will be 15% should an election be made. The Company is only entitled to make an election where it has or will have on the due date for payment sufficient placement capacity under ASX Listing Rule 7.1 to complete the issue and allotment of the Interest Shares without the need for any shareholder approvals.
6.	Maturity Date	The Convertible Notes must be converted or redeemed on or before the date which is 24 months from the relevant Issue Date (the Maturity Date) unless the Convertible Notes have already been converted into Shares.
7.	Free-attaching Options	10 free attaching options per \$1 of Notes subscribed (Options). The Options will have an exercise price of \$0.035 each expiring 31 March 2027 and will otherwise be issued on the further terms set out in Schedule 2. The issue of the Options is subject to shareholder approval at the Meeting.
8.	Security	The Convertible Notes are unsecured. Each investor who subscribes for Convertible Notes shall rank as an unsecured general creditor of the Company.
9.	Conversion Price	Each Convertible Note shall convert into Shares at a conversion price equal to the lower of: (a) \$0.02; and (b) a 15% discount to the VWAP of Shares during the fifteen trading days before (but not including) the Conversion Date except where the Conversion Price calculated in accordance with paragraph (b) is less than \$0.005 (0.5 cents) (Floor Price) in which case the Conversion Price will be the Floor Price.
10.	Redemption	At any time following the occurrence of a Redemption Event (as defined in the Convertible Note Deeds), the Noteholders may require the Company to redeem some or all of the Convertible Notes. Within 20 Business Days of receiving a Redemption Notice and the Note Certificates, the Company must pay to the Noteholders the Outstanding Amount for such number of Convertible Notes being redeemed in Immediately Available Funds.
11.	Conversion	The Noteholders may at any time convert a Convertible Note (or a portion of a Convertible Note) into Shares, by providing the Company with a written notice of the conversion in a form acceptable to the Company (acting reasonably) (Conversion Notice). To the extent that any portion of the outstanding Face Value of a Convertible Note remains unconverted, more than one Conversion Notice may be issued in respect of the same Convertible Note.

SCHEDULE 2 – TERMS OF OPTIONS

A summary of the key terms of the Options is set out below.

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on 31 March 2027 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
4.	Notice of Exercise	The 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 Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
5.	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 Option being exercised in cleared funds (Exercise Date).
6.	Timing of issue of Shares on exercise	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under (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.
7.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
8.	Reconstruction of capital	If at any time the issued capital of the Company is reconstructed, all rights of the Option holders (or their nominee(s)) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

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

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	Entitlement	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.												
2.	Consideration	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.												
3.	Vesting Condition	The Performance Rights shall vest as follows: <table><tr><th>Tranche</th><th>Vesting Condition</th></tr><tr><td>1</td><td>Performance Rights will vest upon the Company announcing a JORC compliant uranium resource of 8mlb combined across the Company's deposits by the date that is five years from the date of issue.</td></tr><tr><td>2</td><td>Performance Rights will vest upon the Company announcing a JORC compliant uranium resource of 16mlb combined across the Company's deposits by the date that is five years from the date of issue.</td></tr><tr><td>3</td><td>Performance Rights will vest upon the recipient providing 12 months of continuous service to the Company from 30 June 2025 to 30 June 2026, expiring on 1 July 2026.</td></tr><tr><td>4</td><td>Performance Rights will vest upon the Company reaching a market capitalisation of \$15,000,000 and the recipient providing 24 months of continuous service to the Company from 30 June 2025, expiring on the date that is five years from the date of issue.</td></tr><tr><td>5</td><td>Performance Rights will vest upon the Company reaching a market capitalisation of \$25,000,000 and 36 months of continuous service to the Company from 30 June 2025, expiring on the date that is five years from the date of issue.</td></tr></table> each, a Vesting Condition.	Tranche	Vesting Condition	1	Performance Rights will vest upon the Company announcing a JORC compliant uranium resource of 8mlb combined across the Company's deposits by the date that is five years from the date of issue.	2	Performance Rights will vest upon the Company announcing a JORC compliant uranium resource of 16mlb combined across the Company's deposits by the date that is five years from the date of issue.	3	Performance Rights will vest upon the recipient providing 12 months of continuous service to the Company from 30 June 2025 to 30 June 2026, expiring on 1 July 2026.	4	Performance Rights will vest upon the Company reaching a market capitalisation of \$15,000,000 and the recipient providing 24 months of continuous service to the Company from 30 June 2025, expiring on the date that is five years from the date of issue.	5	Performance Rights will vest upon the Company reaching a market capitalisation of \$25,000,000 and 36 months of continuous service to the Company from 30 June 2025, expiring on the date that is five years from the date of issue.
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5	Performance Rights will vest upon the Company reaching a market capitalisation of \$25,000,000 and 36 months of continuous service to the Company from 30 June 2025, expiring on the date that is five years from the date of issue.													
4.	Expiry Date	The Performance Rights whether vested or unvested, will otherwise expire on the earlier to occur of: (a) the holder ceasing to be an officer (and employee, if applicable) or an employee of the Company (where they are not an officer at the time of issue), as applicable, unless otherwise determined by the Board at its absolute discretion; and (b) 5:00 pm (AWST) as follows: <table><tr><th>Tranche</th><th>Expiry Date</th></tr><tr><td>1</td><td>Five years from the date of issue.</td></tr><tr><td>2</td><td>Five years from the date of issue.</td></tr><tr><td>3</td><td>1 July 2026.</td></tr><tr><td>4</td><td>Five years from the date of issue.</td></tr><tr><td>5</td><td>Five years from the date of issue.</td></tr></table> (Expiry Date). If the relevant Vesting Condition attached to the Performance Right has not been achieved by the Expiry Date, all unconverted	Tranche	Expiry Date	1	Five years from the date of issue.	2	Five years from the date of issue.	3	1 July 2026.	4	Five years from the date of issue.	5	Five years from the date of issue.
Tranche	Expiry Date													
1	Five years from the date of issue.													
2	Five years from the date of issue.													
3	1 July 2026.													
4	Five years from the date of issue.													
5	Five years from the date of issue.													

		Performance Rights of the relevant tranche will automatically lapse at that time. For the avoidance of doubt, any unconverted Performance Rights will automatically lapse on the Expiry Date.
5.	Notice of vesting	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.
6.	Quotation of Performance Rights	The Performance Rights will not be quoted on ASX.
7.	Conversion	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	Timing of issue of Shares on conversion	Within five Business Days of conversion of the Performance Rights, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted; (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 Performance Rights. If a notice delivered under 8(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.
9.	Shares issued on exercise	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	Participation in new issues	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
11.	Adjustment for bonus issues of Shares	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue,
12.	Reorganisation	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

13.	Dividend and voting rights	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	Transferability	The Performance Rights are not transferable.
15.	No rights to return of capital	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
16.	Rights on winding up	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
17.	ASX Listing Rule compliance	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
18.	No other rights	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – VALUATION OF PERFORMANCE RIGHTS

The Performance Rights to be issued pursuant to Resolutions 5 to 8 have been valued by internal management.

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

ASSUMPTIONS:					
	Tranche 1	Tranche 2	Tranche 3	Tranche 4	Tranche 5
Number of securities	2,500,000	2,500,000	7,400,000	6,700,000	10,000,000
Valuation date	26/05/2025	26/05/2025	26/05/2025	26/05/2025	26/05/2025
Market price of Shares	1.2 cents	1.2 cents	1.2 cents	1.2 cents	1.2 cents
Exercise price	Nil	Nil	Nil	Nil	Nil
Commencement of performance/vesting period	Shareholder approval date	Shareholder approval date	Shareholder approval date	Shareholder approval date	Shareholder approval date
Vesting / Expiry date (length of time from issue)	5 years	5 years	1 year	5 years	5 years
Risk free interest rate	N/A	N/A	N/A	3.48%	3.59%
Volatility (discount)	N/A	N/A	N/A	95%	95%
Indicative value per Performance Right	1.2 cents	1.2 cents	1.2 cents	0.67 cents	0.56 cents
Total Value of Performance Rights	\$30,000	\$30,000	\$88,800	\$44,752	\$56,494
-Anthony Greenaway (Resolution 5)	\$30,000	\$30,000	\$24,000		\$11,299
-Christopher Gale (Resolution 6)			\$24,000	\$16,698	\$16,948
-David Vilensky (Resolution 7)			\$20,400	\$14,027	\$14,124
-Christopher Wiener (Resolution 8)			\$20,400	\$14,027	\$14,124

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

Your proxy voting instruction must be received by **10.30am (AWST) on Monday, 21 July 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)

