
STRATA MINERALS LIMITED
ACN 631 513 696
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: Thursday, 19 February 2026

PLACE: Level 5, 191 St Georges Terrace, Perth WA 6000

The business of the Meeting affects your shareholding and your vote is important.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on Tuesday 17 February 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES TO KALGOORLIE GOLD MINING LIMITED

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 3,486,238 Shares to Kalgoorlie Gold Mining Limited (or its nominees) as part consideration for the Acquisition the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES ISSUED UNDER 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 7.4 and for all other purposes, Shareholders ratify the issue of 29,514,782 Shares on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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 25,735,218 Shares on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY – JONATHAN DOWNES

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Shares to Mr Jonathan Downes (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY – PETER WOODS

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,750,000 Shares to Mr Peter Woods (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY – RICHARD MONTI

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Mr Richard Monti (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE PLACEMENT SHARES TO RELATED PARTY – OLIVER KREUZER

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares to Mr Oliver Kreuzer (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – APPROVAL TO ISSUE BROKER OPTIONS TO CPS CAPITAL

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 8,000,000 Options to CPS Capital Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES TO KRISTIE HANNAH

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 375,000 Shares to Kristie Hannah on the terms and conditions set out in the Explanatory Statement.”

Dated: 16 January 2026

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 – Approval to issue Consideration Shares to KAL	KAL (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 2 – Ratification of prior issue of Placement Shares issued under Listing Rule 7.1	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Ratification of prior issue of Placement Shares issued under Listing Rule 7.1A	Unrelated Placement Participants or any other person who participated in the issue or an associate of that person or those persons.
Resolution 4 – Approval to issue Placement Shares to Related Party – Jonathan Downes	Mr Jonathan Downes (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue Placement Shares to Related Party – Peter Woods	Mr Peter Woods (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to issue Placement Shares to Related Party – Richard Monti	Mr Richard Monti (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Placement Shares to Related Party – Oliver Kreuzer	Mr Oliver Kreuzer (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to issue Options to CPS Capital	CPS Capital Group Pty Ltd (or its nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 9 – Ratification of prior issue of Shares to Kristie Hannah	Kristie Hannah or any other person who participated in the issue or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 2 9299 9690.

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. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATION SHARES TO KAL

1.1 General

On 12 December 2025, the Company announced that it had entered into a binding asset purchase agreement with Kalgoorlie Gold Mining Limited (ACN 645 666 164) (ASX:KAL) (**KAL**) and KAL's wholly owned subsidiary, Yerilla Nickel Pty Limited (ACN 123 249 810) (**Yerilla**) (**Tenement Sale Agreement**) pursuant to which the Company agreed to acquire, and Yerilla agreed to sell, tenement E539/2188 (**Acquisition**).

The tenement the subject of the Acquisition is adjacent to the Company's recently acquired Zelica Gold asset and is a complementary expansion of that tenure and establishes a strategic landholding in WA's Yundamindra region near Leonora/Laverton, which boasts multiple large-scale (+1Moz) gold deposits, within trucking distance to several processing mills.

The tenement E539/2188 is highly prospective yet very underexplored with limited drilling of only 21 holes to a maximum depth of only 50m. A gold mineralised corridor of over 6km at Zelica South identified through historical exploration has increased the total strike length to ~8km across both Zelica and Zelica South (refer ASX announcement 12 December 2025 for further details).

In accordance with the terms of the Tenement Sale Agreement, in consideration for the Acquisition, the Company has agreed to:

- (a) pay KAL \$20,000 in immediately available funds; and
- (b) to issue KAL (or its nominees) that number of Shares equal to \$80,000 at a deemed issue price equal to the greater of the volume weighted average price of Shares over the 10 trading days prior to the execution date of the Tenement Sale Agreement (\$0.02295) or the minimum price of \$0.02 (**Consideration Shares**).

Half of the Consideration Shares to be issued to KAL (or its nominees) under the Tenement Sale Agreement will be subject to voluntary escrow for a period of 6 months from the date of their issue and the balance of the Consideration Shares will be subject to voluntary escrow for a period of 12 months from the date of their issue.

Other than as set out above, the Tenement Sale Agreement otherwise contains terms and conditions considered standard for an agreement of its type.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares to KAL (or its nominees) as part consideration for the Acquisition.

1.2 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 proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

1.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity

securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will have to re-negotiate the consideration payable under the Tenement Sale Agreement.

1.4 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	KAL (or its nominees). KAL is not a related party or a party pursuant to which ASX Listing Rule 10.1 would apply.
Number of Securities and class to be issued	3,486,238 Consideration Shares will be issued.
Terms of Securities	The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Consideration Shares within 5 Business Days of the satisfaction or waiver of the last of the conditions precedent under the Tenement Sale Agreement. In any event, the Company will not issue any Consideration Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Consideration Shares will be issued at a deemed issue price equal to \$0.02295, as part consideration for the Acquisition.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Tenement Sale Agreement.
Summary of material terms of agreement to issue	The Consideration Shares are being issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Section 1.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

2. BACKGROUND TO RESOLUTIONS 2 TO 6 – PLACEMENT

2.1 Placement

On 12 November 2025, the Company announced that it had received firm commitments from sophisticated and institutional investors (**Placement Participants**) for a private placement to raise \$1.175 million through the issue of 58,750,000 Shares at \$0.02 per Share (**Placement**).

The Placement is comprised as follows:

- (a) 55,250,000 Shares were issued to the Placement Participants unrelated to the Company (**Unrelated Placement Participants**) on 19 December 2025, comprising:

- (i) 29,514,782 Shares issued using the Company's available placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 2; and
- (ii) 25,735,218 Shares issued using the Company's available placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 3; and
- (b) an aggregate of 3,500,000 Shares to be issued to Jonathan Downes, Peter Woods, Richard Monti and Oliver Kreuzer (**Related Party Participants**) (or their nominee(s)), subject to obtaining Shareholder approval under Resolutions 4 to 7.

In addition to the Placement, the Company will issue 8,000,000 Broker Options to CPS Capital Group Pty Ltd (ACN 088 055 636) (**CPS Capital**) subject to Shareholder approval under Resolution 8, pursuant to the Lead Manager Mandate (defined below).

2.2 Lead Manager

On 9 December 2025, the Company entered into a mandate with CPS Capital pursuant to which CPS Capital was engaged by the Company to act as lead manager to the Placement (**Lead Manager Mandate**).

- (a) In accordance with the terms of the Lead Manager Mandate, the Company has agreed to pay CPS Capital (or its nominee(s)) the following fees (exclusive of GST):
 - (i) a corporate advisory fee of \$6,000 per month for a minimum of 6 months;
 - (ii) a management fee equal to 2% of the total proceeds of the Placement;
 - (iii) a capital raising fee equal to 4% of the total proceeds of the Placement; and
 - (iv) subject to Shareholder approval, 8,000,000 options (**Options**) issued at an exercise price at a 50% premium to the Placement Share price on or before the date that is 3 years from the date of issue.
- (b) The Company must offer CPS Capital the right of first refusal to act as lead manager in any equity capital raising undertaken by the Company within 12 months following successful completion of the Placement.
- (c) Other than as noted above, the Lead Manager Mandate contains terms which are standard for an agreement of this type.

2.3 Use of funds

The funds raised from the Placement are intended to be used towards funding exploration activities across the Company's gold portfolio, including a maiden drill program at Zelica, exploration works and other strategic initiatives.

3. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

3.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 55,250,000 Shares at an issue price of \$0.02 per Share to raise \$1,105,000.

As set out in Section 2.1 above, 29,514,782 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 25,735,218 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A (being, the subject of Resolution 3).

3.2 Listing Rules 7.1 and 7.1A

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 20 November 2025.

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

3.3 Listing Rule 7.4

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

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

3.4 Technical information required by Listing Rule 14.1A

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

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

3.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved CPS 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	55,250,000 Shares were issued on the following basis: (a) 29,514,782 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and (b) 25,735,218 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	19 December 2025.

REQUIRED INFORMATION	DETAILS
Price or other consideration the Company received for the Securities	\$0.02 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued pursuant to an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

4. RESOLUTIONS 4 TO 7 – APPROVAL TO ISSUE SHARES TO RELATED PARTY PARTICIPANTS

4.1 General

To enable the Directors to participate in the Company's Placement on the same terms as the Unrelated Placement Participants, Resolutions 4 to 7 seek Shareholder approval for the purposes of Listing Rule 10.11 for the issue of up to an aggregate of 3,500,000 Shares to the Related Party Participants (or their nominee(s)) on the terms and conditions set out below.

Further details in respect of the intended participation of the Related Party Participants (or their nominee(s)) are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION	
		QUANTUM SHARES	FUNDS RAISED
Jonathan Downes	4	500,000	\$10,000
Peter Woods	5	1,750,000	\$35,000
Richard Monti	6	1,000,000	\$20,000
Oliver Kreuzer	7	250,000	\$5,000
Total		3,500,000	\$70,000

4.2 Chapter 2E of the Corporations Act

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

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

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

The issue of Shares under the Placement to the Related Party Participants (or their nominee(s)) constitutes giving a financial benefit and each of the Related Party Participants is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the Shares will be issued to the Related Party Participants (or their nominee(s)) on the same terms as Shares issued

to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The 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.

4.4 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 (or such later date as permitted by any ASX waiver or modification of the Listing Rules). 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. Accordingly, the Company will not raise a further \$84,625 under the Placement.

4.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act in respect of these Resolutions

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	The Shares will be issued to the Related Party Participants (or their nominee(s)) as set out in Section 4.1.
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 each 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 Securities and class to be issued	The maximum number of Shares to be issued is 3,500,000 Shares in the allocations set out in Section 4.1.
Terms of Securities	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted

REQUIRED INFORMATION	DETAILS
	by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.02 per Share. Refer to the table set out in Section 4.1.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares will not be issued pursuant to an agreement.
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.

5. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO CPS CAPITAL

5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 8,000,000 Options to CPS Capital (or its nominee(s)) in consideration for its lead manager services provided under the Placement.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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

5.3 Technical information required by Listing Rule 14.1A

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

If the Resolution is not passed, the Company will not be able to proceed with the issue. Accordingly, the Company may have to pay its fees owing to CPS Capital for its lead manager services in cash which would further deplete the Company's existing cash reserves.

5.4 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 CPS Capital (or its nominee(s)).
Number of Securities and class to be issued	8,000,000 Options will be issued to CPS Capital (or its nominee(s)).
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any of the Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of

REQUIRED INFORMATION	DETAILS
	the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Options will be issued at an issue price of \$0.0001 per Option.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The Options are being issued under the Lead Manager Mandate, a summary of the material terms of which are set out in Section 2.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES TO KRISTIE HANNAH

6.1 General

On 6 November 2025, the Company entered into a media services agreement with Kristie Hannah, trading as That Stock Chick, pursuant to which Kristie Hannah has agreed to provide marketing and media services to the Company for a minimum term of six months (**Services Agreement**).

In accordance with the terms of the Services Agreement, as consideration for the marketing and media services over the six month term, the Company agreed to pay Kristie Hannah a total of \$7,500, payable in Shares at a deemed issue price between \$0.020 and \$0.022 per Share (to be agreed between the parties at the time of issue), and subject to a voluntary escrow period of 6 months from the date of issue.

375,000 Shares were issued on 7 November 2025, in satisfaction of the consideration payable under the Services Agreement.

Accordingly, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 375,000 Shares to Kristie Hannah on 7 November 2025 in consideration for marketing services provided by Kristie Hannah to the Company.

6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

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

6.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 3.3 above.

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

6.4 Technical information required by Listing Rule 14.1A

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

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

6.5 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	Kristie Hannah.
Number and class of Securities issued	375,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	7 November 2025.
Price or other consideration the Company received for the Securities	The Shares were issued at a nil issue price, in consideration for marketing and media services provided by Kristie Hannah to the Company in accordance with the Services Agreement.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to satisfy the Company's obligations under the Services Agreement.
Summary of material terms of agreement to issue	The Shares were issued under the Services Agreement, a summary of the material terms of which are summarised in Section 6.1.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning given in Section 1.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Strata Minerals Limited (ACN 631 513 696).

Constitution means the Company's constitution.

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

CPS Capital means CPS Capital Group Pty Ltd (ACN 088 055 636).

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

KAL means Kalgoorlie Gold Mining Limited (ACN 645 666 164).

Lead Manager Mandate has the meaning given in Section 2.2.

Listing Rules means the Listing Rules of ASX.

Marketing Services Agreement has the meaning given in Section 6.1.

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.

Placement has the meaning given in Section 2.1.

Placement Participants has the meaning given in Section 2.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Participants has the meaning given in Section 2.1.

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 or an Option (as applicable).

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

Shareholder means a registered holder of a Share.

Tenement Sale Agreement has the meaning given in Section 1.1.

Unrelated Placement Participants has the meaning given in Section 2.1.

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

Yerilla means Yerilla Nickel Pty Limited (ACN 123 249 810).

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Subject to paragraph 10, Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 10, the amount payable upon exercise of each Option will be \$0.03 (Exercise Price).
3.	Issue price	The Options have an issue price of \$0.0001 per Option.
4.	Expiry Date	Each Option will expire at 5:00 pm (WST) on or before the date that is three (3) years from the date of issue (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
5.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
6.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
7.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
8.	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 Exercise Notice and for which cleared funds have been received by the Company; (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. 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 Options rank equally with the then issued shares of the Company.
10.	Reorganisation	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the

		reorganisation.
11.	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.
12.	Change in exercise price/Adjustment for rights issue	An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
13.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

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 **10:00am (AWST) on Tuesday, 17 February 2026**, 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)

