

27 October 2025

Dear Shareholder

### **Annual General Meeting – Notice and Proxy Form**

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Ordell Minerals Limited (ACN 662 908 938) (**Company**) will be held at Level 1, Suite 9, 110 Hay Street, Subiaco, Western Australia on Wednesday, 26 November 2025 at 10:00am (AWST).

In accordance with the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**). Instead, a copy of the Notice will be available under the “ASX Announcements” section of the Company’s website at <https://www.ordellminerals.com.au/announcements>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. As a valued shareholder in the Company, we look forward to your participation in the Meeting.

Please complete and return the attached proxy form to the Company’s share registry, Automic, using any of the following methods:

- |                  |                                                                                                     |
|------------------|-----------------------------------------------------------------------------------------------------|
| <b>Online</b>    | <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> |
| <b>By mobile</b> | Scan the QR code on your proxy form with the camera on your mobile device and follow the prompts    |
| <b>By mail</b>   | Automic<br>GPO Box 5193, Sydney NSW 2001, Australia                                                 |
| <b>By email</b>  | <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>                      |
| <b>By fax</b>    | +61 2 8583 3040                                                                                     |

Your proxy voting instruction must be received by 10:00am (AWST) on Monday 24 November 2025, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company’s share registry, Automic, on 1300 288 664 (within Australia) or +61 (2) 9698 5414 (overseas) or [www.automicgroup.com.au](http://www.automicgroup.com.au).

Yours sincerely



**Geoff James**  
Company Secretary

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**ORDELL MINERALS LIMITED**  
**ACN 662 908 938**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10am (WST)

**DATE:** 26 November 2025

**PLACE:** Level 1, Suite 9, 110 Hay Street, Subiaco, WA 6008

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

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4pm (WST) on 24 November 2025.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

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

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

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

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

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

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#### 3. RESOLUTION 2 – RE-ELECTION OF THOMAS MCKEITH

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

*"That, for the purpose of clause 15.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Thomas McKeith, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

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

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

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#### 5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS 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 6,317,929 Shares on the terms and conditions set out in the Explanatory Statement."*

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#### 6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS 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 5,005,600 Shares on the terms and conditions set out in the Explanatory Statement."*

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**7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO GREATLAND GOLD PLC**

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 125,000 Shares to Greatland Gold Plc (or its nominees) on the terms and conditions set out in the Explanatory Statement.”*

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**8. RESOLUTION 7 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MICHAEL FOWLER**

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Performance Rights to Michael Fowler (or his nominees) under the Employee Incentive Securities Plan on the terms and conditions set out in the Explanatory Statement.”*

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**9. RESOLUTION 8 – CONFIRMATION OF APPOINTMENT OF AUDITOR**

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

*“That, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Hall Chadwick WA Audit Pty Ltd having been nominated by a Shareholder and given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Meeting until it resigns or is removed from the office of auditor of the Company.”*

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**Dated: 17 October 2025**

**Voting Prohibition Statements**

<p><b>Resolution 1 – Adoption of Remuneration Report</b></p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.</li> </ul> </li> </ul>
<p><b>Resolution 7 - Issue of Incentive Performance Rights to Michael Fowler</b></p>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>

## Voting Exclusion Statements

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

<b>Resolution 4 – Ratification of prior issue of Shares to Placement Participants under Listing Rule 7.1</b>	Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 5 - Ratification of prior issue of Shares to Placement Participants under Listing Rule 7.1A</b>	Placement Participants (or their nominees) or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 6 – Ratification of prior issue of Shares to Greatland Gold Plc</b>	Greatland Gold PLC (or its nominees) or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 7 – Issue of Incentive Performance Rights to Michael Fowler</b>	Michael Fowler (or his nominees) and any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolutions 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**

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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**

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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 6182 4069.***

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## EXPLANATORY STATEMENT

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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.

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### 1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.ordellminerals.com.au](http://www.ordellminerals.com.au).

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

#### 2.1 General

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

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

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

#### 2.2 Voting consequences

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

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

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

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

#### 2.3 Previous voting results

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

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### 3. RESOLUTION 2 – RE-ELECTION OF THOMAS MCKEITH

#### 3.1 General

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

Thomas McKeith, having held office without re-election since 6 October 2022 and being eligible, retires by rotation and seeks re-election.

Further information in relation to Thomas McKeith is set out below.

<b>Qualifications, experience and other material directorships</b>	Thomas McKeith is a geologist with 35 years' experience in various mine geology, exploration and business development roles. He was formerly Executive Vice President (Growth and International Projects) for Gold Fields Limited, where he was responsible for global greenfields exploration and project development. Thomas McKeith was also previously Managing Director and Non-Executive Director of various ASX listed companies including Chair of Genesis Minerals Limited. He is currently NED of Thungela Resources Limited, Arrow Minerals Limited and Director of Evolution Mining Limited.
<b>Term of office</b>	Thomas McKeith has served as a Director since 6 October 2022.
<b>Independence</b>	If re-elected, the Board considers that Thomas McKeith will be an independent Director.
<b>Board recommendation</b>	Having received an acknowledgement from Thomas McKeith that he will have sufficient time to fulfil his responsibilities as a Director and having reviewed the performance of Thomas McKeith since his appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Thomas McKeith) recommend that Shareholders vote in favour of this Resolution.

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

If this Resolution is passed, Thomas McKeith will be re-elected to the Board as an independent Director.

If this Resolution is not passed, Thomas McKeith will not continue in his role as an independent Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company. As an additional consequence, this may detract from the Board and Company's ability to execute on its strategic vision.

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### 4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

#### 4.1 General

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

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

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

date of this Notice, the Company's market capitalisation is \$26,245,677. The Company is therefore an Eligible Entity.

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

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

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

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

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

REQUIRED INFORMATION	DETAILS
<b>Period for which the 7.1A Mandate is valid</b>	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>(a) the date that is 12 months after the date of this Meeting;</li> <li>(b) the time and date of the Company's next annual general meeting; and</li> <li>(c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).</li> </ul>
<b>Minimum price</b>	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>(a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or</li> <li>(b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.</li> </ul>
<b>Use of funds</b>	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for acquisition of new assets or investments (including expenses associated with such acquisition), further exploration and development of the Company's projects, and/or for general working capital purposes.</p>
<b>Risk of economic and voting dilution</b>	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 17 October 2025.</p>

REQUIRED INFORMATION		DETAILS																																																
		<p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>																																																
		<table border="1"> <thead> <tr> <th colspan="2" rowspan="2"></th> <th rowspan="2">Shares issued – 10% voting dilution</th> <th colspan="3">Dilution</th> </tr> <tr> <th colspan="3">Issue Price</th> </tr> <tr> <th colspan="2"></th> <th></th> <th>\$0.213</th> <th>\$0.425</th> <th>\$0.638</th> </tr> <tr> <th colspan="2"></th> <th></th> <th>50% decrease</th> <th>Issue Price</th> <th>50% increase</th> </tr> <tr> <th colspan="2"></th> <th></th> <th colspan="3">Funds Raised</th> </tr> </thead> <tbody> <tr> <td><b>Current</b></td> <td>61,754,534 Shares</td> <td>6,175,453 Shares</td> <td>\$1,312,284</td> <td>\$2,624,568</td> <td>\$3,936,852</td> </tr> <tr> <td><b>50% increase</b></td> <td>92,631,801 Shares</td> <td>9,263,180 Shares</td> <td>\$1,968,426</td> <td>\$3,936,852</td> <td>\$5,905,277</td> </tr> <tr> <td><b>100% increase</b></td> <td>123,509,068 Shares</td> <td>12,350,907 Shares</td> <td>\$2,624,568</td> <td>\$5,249,135</td> <td>\$7,873,703</td> </tr> </tbody> </table>						Shares issued – 10% voting dilution	Dilution			Issue Price						\$0.213	\$0.425	\$0.638				50% decrease	Issue Price	50% increase				Funds Raised			<b>Current</b>	61,754,534 Shares	6,175,453 Shares	\$1,312,284	\$2,624,568	\$3,936,852	<b>50% increase</b>	92,631,801 Shares	9,263,180 Shares	\$1,968,426	\$3,936,852	\$5,905,277	<b>100% increase</b>	123,509,068 Shares	12,350,907 Shares	\$2,624,568	\$5,249,135	\$7,873,703
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		<p><b>The table above uses the following assumptions:</b></p> <ol style="list-style-type: none"> <li>There are currently 61,754,534 Shares on issue.</li> <li>The issue price set out above is the closing market price of the Shares on the ASX on 17 October 2025 (being \$0.425) (Issue Price). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</li> <li>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</li> <li>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</li> <li>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</li> <li>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</li> <li>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</li> <li>The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</li> <li>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</li> </ol>																																																
		<p>Shareholders should note that there is a risk that:</p> <ol style="list-style-type: none"> <li>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</li> <li>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</li> </ol>																																																

REQUIRED INFORMATION	DETAILS								
<p><b>Allocation policy under 7.1A Mandate</b></p>	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> <li>(a) the purpose of the issue;</li> <li>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;</li> <li>(c) the effect of the issue of the Equity Securities on the control of the Company;</li> <li>(d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;</li> <li>(e) prevailing market conditions; and</li> <li>(f) advice from corporate, financial and broking advisers (if applicable).</li> </ul>								
<p><b>Previous approval under Listing Rule 7.1A.2</b></p>	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 26 November 2024 (<b>Previous Approval</b>).</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 26 November 2024, the Company issued 5,005,600 Shares pursuant to the Previous Approval (<b>Previous Issue</b>), which represents approximately 7.09% of the total diluted number of Equity Securities on issue in the Company on 26 November 2024, which was 70,556,005 Securities.</p> <p>Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting are set out below.</p> <p>The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:</p> <table border="1" data-bbox="580 1485 1390 2087"> <tbody> <tr> <td data-bbox="580 1485 815 1576"><b>Date of Issue and Appendix 2A</b></td> <td data-bbox="815 1485 1390 1576">Date of Issue: 25 July 2025 Date of Appendix 2A: 25 July 2025</td> </tr> <tr> <td data-bbox="580 1576 815 1682"><b>Number and Class of Equity Securities Issued</b></td> <td data-bbox="815 1576 1390 1682">5,005,600 Shares<sup>1</sup></td> </tr> <tr> <td data-bbox="580 1682 815 1787"><b>Issue Price and discount to Market Price<sup>2</sup> (if any)</b></td> <td data-bbox="815 1682 1390 1787">\$0.34 per Share (at a discount 6.85% to Market Price).</td> </tr> <tr> <td data-bbox="580 1787 815 2087"><b>Recipients</b></td> <td data-bbox="815 1787 1390 2087">Professional and sophisticated investors as part of a placement announced on 18 July 2025. The placement participants were identified through a bookbuild process, which involved Argonaut Securities Pty Limited and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.  Substantial shareholder, Equity Trustees Limited, participated in the placement and was issued</td> </tr> </tbody> </table>	<b>Date of Issue and Appendix 2A</b>	Date of Issue: 25 July 2025 Date of Appendix 2A: 25 July 2025	<b>Number and Class of Equity Securities Issued</b>	5,005,600 Shares <sup>1</sup>	<b>Issue Price and discount to Market Price<sup>2</sup> (if any)</b>	\$0.34 per Share (at a discount 6.85% to Market Price).	<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 18 July 2025. The placement participants were identified through a bookbuild process, which involved Argonaut Securities Pty Limited and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.  Substantial shareholder, Equity Trustees Limited, participated in the placement and was issued
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REQUIRED INFORMATION	DETAILS	
		with more than 1% of the Company's issued capital at the time of the issue.
	<b>Total Cash Consideration and Use of Funds</b>	<p>Amount raised: \$3,850,000</p> <p>Amount spent: \$nil</p> <p>Use of funds: N/A</p> <p>Amount remaining: \$3,850,000</p> <p>Proposed use of remaining funds:<sup>3</sup> Accelerating and expanding drilling and exploration programs at the Company's flagship Barimaia Gold Project, completing first-pass exploration at the Goodia and Fisher South gold projects and ongoing working capital.</p>
	<p><b>Notes:</b></p> <ol style="list-style-type: none"> <li>1. Fully paid ordinary shares in the capital of the Company, ASX Code: ORD (terms are set out in the Constitution).</li> <li>2. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.</li> <li>3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.</li> </ol>	
<b>Voting exclusion statement</b>	As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.	

## 5. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PLACEMENT PARTICIPANTS UNDER LISTING RULES 7.1 AND 7.1A

### 5.1 Background to the Placement

As announced on 18 July 2025, the Company received firm commitments to raise up to \$3,850,000 (before costs) pursuant to a placement of 11,323,529 Shares to professional and sophisticated investors at an issue price of \$0.34 per Share (**Placement**).

The proceeds from the Placement were applied towards accelerating and expanding drilling and exploration programs at the Company's flagship Barimaia Gold Project, completing first-pass exploration at the Goodia and Fisher South gold projects and towards general working capital and the costs of the offer.

Argonaut Securities Pty Limited acted as lead manager and bookrunner to the Placement.

### 5.2 General

As set out in Section 5.1, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 11,323,529 Shares to unrelated professional and sophisticated investors (**Placement Participants**) (or their nominees) at an issue price of \$0.34 per Share to raise \$3,850,000 (before costs).

On 25 July 2025, 6,317,929 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 4) and 5,005,600 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 5).

### 5.3 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 26 November 2024. The Company's ability to utilise the additional 10% capacity is conditional on Resolution 3 being passed at this Meeting.

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.

### 5.4 Listing Rule 7.4

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

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

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

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

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

The Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A remains conditional on Resolution 3 being passed at this Meeting.

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

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Placement Participants (or their nominees) who were identified through a bookbuild process, which involved Argonaut Securities Pty Limited and the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company.  Substantial shareholder, Equity Trustees Limited, participated in the Placement and was issued with more than 1% of the Company's issued capital at the time of the issue.
<b>Number and class of Securities issued</b>	11,323,529 Shares were issued on the following basis: (a) 6,317,929 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 4); and

REQUIRED INFORMATION	DETAILS
	(b) 5,005,600 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 5).
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities were issued</b>	25 July 2025.
<b>Price or other consideration the Company received for the Securities</b>	\$0.34 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 5.1 for details of the proposed use of funds.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO GREATLAND GOLD PLC

### 6.1 Background to the Acquisition

As announced on 11 February 2025, the Company acquired tenement E63/1953, which is adjacent to the Company's existing Goodia Project near Norseman in Western Australia, pursuant to an agreement with Greatland Gold Plc (a Company listed on the London Stock Exchange) (**Acquisition**)(**Tenement Sale Agreement**). Pursuant to the Tenement Sale Agreement, in consideration for the Acquisition, the Company agreed to issue to Greatland Gold Plc, the number of Shares equal to the value of \$40,000, at a deemed issue price of \$0.32 per Share, being 125,000 Shares. The Tenement Sale Agreement is otherwise on terms considered standard for an agreement of its nature.

### 6.2 General

As set out in Section 6.1, this Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 125,000 Shares to Greatland Gold Plc (or its nominees) on 12 February 2025 in consideration for the Acquisition.

### 6.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.3 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.

### 6.4 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 5.4 above.

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

## 6.5 Technical information required by Listing Rule 14.1A

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

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

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

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	Greatland Gold Plc (or its nominees).
<b>Number and class of Securities issued</b>	125,000 Shares were issued.
<b>Terms of Securities</b>	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.
<b>Date(s) on or by which the Securities were issued.</b>	12 February 2025
<b>Price or other consideration the Company received for the Securities</b>	The Shares were issued at a deemed issue price of \$0.32 per Share, in consideration for the Acquisition.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to provide Greatland Gold Plc with the consideration pursuant to the Acquisition.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued under the Tenement Sale Agreement, a summary of the material terms of which is set out in Section 6.1.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

## 7. RESOLUTION 7 – ISSUE OF INCENTIVE PERFORMANCE RIGHTS TO MICHAEL FOWLER

### 7.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.14 for the issue of up to 1,000,000 Performance Rights to Michael Fowler (or his nominees) pursuant to the Company's Employee Incentive Securities Plan (**Plan**) on the terms and conditions set out below.

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
A	500,000	Will vest and become exercisable when the Ordell Share price VWAP is >\$0.80/share for 15 consecutive trading days	30 November 2026

CLASS	QUANTUM	VESTING CONDITION	EXPIRY DATE
B	500,000	Will vest and become exercisable upon the public announcement by the Company that the group of companies comprising Ordell and its subsidiaries from time to time ( <b>ORD Group</b> ) has delineated a JORC Code 2012 (or new edition) Mineral Resource of a minimum of 1,000,000oz of gold	30 November 2027

## 7.2 Chapter 2E of the Corporations Act

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

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

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

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

The Directors (other than Michael Fowler) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue, because the agreement to issue the Performance Rights, reached as part of the remuneration package for Michael Fowler, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## 7.3 Listing Rule 10.14

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

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

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

## 7.4 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue within three years 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 10.14), the issue will not use up any of the Company's 15% annual placement capacity.

If this Resolution is not passed, the Company will not be able to proceed with the issue and will be required to find alternative means of remunerating Michael Folwer, including using the Company's cash reserves.

## 7.5 Technical information required by Listing Rule 10.15

REQUIRED INFORMATION	DETAILS
<b>Name of the person to whom Securities will be issued</b>	Michael Fowler (or his nominees).
<b>Categorisation under Listing Rule 10.14</b>	<p>Michael Fowler falls within the category set out in Listing Rule 10.14.1 as he is a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of Michael Fowler who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.14.2.</p>
<b>Number of Securities and class to be issued</b>	Up to 1,000,000 Performance Rights will be issued.
<b>Remuneration package</b>	The current total remuneration package for Mr Fowler is \$280,000, comprising of base salary of \$250,000 and superannuation payment of \$30,000. If the Performance Rights are issued, the total remuneration package for Mr Fowler will increase by \$420,000 to \$700,000, being the value of the Performance Rights to be issued.
<b>Securities previously issued to the recipient/(s) under the Plan</b>	No securities have previously been issued under the Plan.
<b>Terms of Securities</b>	The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
<b>Consideration of type of Security to be issued</b>	<p>The Company has agreed to issue the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> <li>(a) the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;</li> <li>(b) the issue to Michael Fowler will align the interests of the recipient with those of Shareholders;</li> <li>(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 Michael Fowler; and</li> <li>(d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.</li> </ul>
<b>Valuation</b>	The Company values the Performance Rights at \$420,000 (being \$0.42 per Performance Right) based on the 10 day VWAP of the Company's Shares as at the date of this Notice. The value attributed assumes Mr Fowler remains employed by the Company and all vesting conditions are met. The value may go up or down as it will depend on the future price of the Company's Shares.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Performance Rights within 1 month of the Meeting. In any event, the Company will not issue any Performance Rights later than three years after the date of the Meeting (or such later date to the

REQUIRED INFORMATION	DETAILS
	extent permitted by any ASX waiver or modification of the Listing Rules).
<b>Issue price of Securities</b>	The Performance Rights will be issued at a nil issue price.
<b>Material terms of the Plan</b>	A summary of the material terms and conditions of the Plan is set out in Schedule 2.
<b>Material terms of any loan</b>	No loan is being made in connection with the acquisition of the Performance Rights.
<b>Additional Information</b>	<p>Details of any Performance Rights issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.</p>
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statement.</b>	A voting prohibition statement applies to this Resolution.

## 8. RESOLUTION 8 – CONFIRMATION OF APPOINTMENT OF AUDITOR

### 8.1 Background

On 6 January 2025, in accordance with section 327C of the Corporations Act 2001, the Company appointed Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Dry Kirkness, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Hall Chadwick holds office as auditor of the Company until the Company's next annual general meeting, being the meeting the subject of this Notice.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Hall Chadwick as the auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act 2001, notice in writing nominating Hall Chadwick as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice as Annexure A.

Hall Chadwick has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

If this Resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

### 8.2 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 4.1.

**Acquisition** has the meaning given in Section 6.1.

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

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

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

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

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the *Corporations Act*.

**Company** means Ordell Minerals Limited (ACN 662 908 938).

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

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

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

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

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

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

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

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

**Managing Director** means the managing director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**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.

**Placement** has the meaning given in Section 5.1.

**Placement Participants** has the meaning given in Section 5.2.

**Plan** means the Employee Incentive Securities Plan adopted by the Company on admission to the ASX on or around 17 July 2024.

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

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

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

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

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

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

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

**Tenement Sale Agreement** has the meaning given in Section 6.1.

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

**Voting Power** has the meaning given in section 610 of the Corporations Act.

**VWAP** means the volume weighted average price of Shares as traded on the ASX.

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

## SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	<b>Entitlement</b>	Each Performance Right entitles the holder to subscribe for one Share upon exercise of the Performance Right.						
2.	<b>Plan</b>	<p>The Performance Rights are granted under the Company's Employee Incentive Securities Plan (<b>Plan</b>).</p> <p>In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.</p>						
3.	<b>Consideration</b>	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.						
4.	<b>Vesting Conditions/ Milestones</b>	<p>The Performance Rights shall vest as follows:</p> <table border="1" data-bbox="547 658 1385 1010"> <thead> <tr> <th>CLASS</th> <th>VESTING CONDITION</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>500,000 Performance Rights will vest and become exercisable when the Ordell Share price VWAP is &gt;\$0.80/share for 15 consecutive trading days</td> </tr> <tr> <td>B</td> <td>500,000 Performance Rights will vest and become exercisable upon the public announcement by the Company that the group of companies comprising Ordell and its subsidiaries from time to time (<b>ORD Group</b>) has delineated a JORC Code 2012 (or new edition) Mineral Resource of a minimum of 1,000,000oz of gold</td> </tr> </tbody> </table> <p>each, a Vesting Condition.</p> <p>The Vesting Conditions relate to activities and projects of the ORD Group and can be satisfied organically or through a transaction or transactions.</p>	CLASS	VESTING CONDITION	A	500,000 Performance Rights will vest and become exercisable when the Ordell Share price VWAP is >\$0.80/share for 15 consecutive trading days	B	500,000 Performance Rights will vest and become exercisable upon the public announcement by the Company that the group of companies comprising Ordell and its subsidiaries from time to time ( <b>ORD Group</b> ) has delineated a JORC Code 2012 (or new edition) Mineral Resource of a minimum of 1,000,000oz of gold
CLASS	VESTING CONDITION							
A	500,000 Performance Rights will vest and become exercisable when the Ordell Share price VWAP is >\$0.80/share for 15 consecutive trading days							
B	500,000 Performance Rights will vest and become exercisable upon the public announcement by the Company that the group of companies comprising Ordell and its subsidiaries from time to time ( <b>ORD Group</b> ) has delineated a JORC Code 2012 (or new edition) Mineral Resource of a minimum of 1,000,000oz of gold							
5.	<b>Expiry Date</b>	<p>The Performance Rights, whether vested or unvested, will expire on the earlier to occur of:</p> <p>the Performance Right lapsing and being forfeited under the Plan; and</p> <p>5:00 pm (WST) on:</p> <table border="1" data-bbox="547 1375 1385 1518"> <thead> <tr> <th>CLASS</th> <th>EXPIRY DATE</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>30 November 2026</td> </tr> <tr> <td>B</td> <td>30 November 2027</td> </tr> </tbody> </table> <p>(<b>Expiry Date</b>).</p> <p>For the avoidance of doubt, any unexercised Performance Rights will automatically lapse on the Expiry Date.</p>	CLASS	EXPIRY DATE	A	30 November 2026	B	30 November 2027
CLASS	EXPIRY DATE							
A	30 November 2026							
B	30 November 2027							
6.	<b>Cessation of Employment</b>	<p>Notwithstanding any contrary provision set out in the Plan, where the holder (or if the Performance Rights are issued to a nominee, the person who nominated that nominee) (<b>Employee</b>) ceases to be the Managing Director or an employee of the Company, the Performance Rights will be treated as follows:</p> <ul style="list-style-type: none"> <li>on the Employee or the Company terminating the employment (other than through redundancy), those Performance Rights that have not already vested will immediately lapse, unless otherwise determined by the Board; and</li> <li>if the Employee is made redundant by the Company, the number of Performance Rights that have not already vested will immediately and automatically vest into Shares on a one-for-one basis.</li> </ul>						

		If the Employee ceases to be the Managing Director or an employee of the Company after a Performance Right has vested, the vested Performance Right may be converted at any time prior to the Expiry Date.
7.	<b>Change of control</b>	<p>Upon:</p> <p>(a) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:</p> <p style="padding-left: 40px;">(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</p> <p style="padding-left: 40px;">(ii) having been declared unconditional by the bidder;</p> <p>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies, or</p> <p>(c) in any other case, a person obtains Voting Power (as defined in the Corporations Act) in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board,</p> <p><b>(Change of Control)</b>, then, to the extent Performance Rights have not converted into Shares due to the non-satisfaction of the respective Vesting Conditions, the Performance Rights will automatically vest into Shares on a one-for-one basis.</p>
8.	<b>Notice of vesting</b>	A Performance Right will vest when a vesting notice is given to the holder.
9.	<b>Exercise Period</b>	The Performance Rights are exercisable at any time on and from the satisfaction of the Vesting Condition until the Expiry Date ( <b>Exercise Period</b> ).
10.	<b>Exercise Notice</b>	<p>The Performance Rights may be exercised during the Exercise Period by:</p> <p>(a) in whole or in part; and</p> <p>(b) a written notice of exercise of Performance Rights specifying the number of Performance Rights being exercised (Exercise Notice).</p>
11.	<b>Quotation of Performance Rights</b>	The Performance Rights will not be quoted on ASX.
12.	<b>Timing of issue of Shares on exercise</b>	<p>Subject to applicable law, within five Business Days after the valid exercise of Performance Rights by the holder, the Company will:</p> <p>(a) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;</p> <p>(b) if required, issue a substitute certificate for any remaining unexercised Performance Rights held by the holder; and</p> <p>(c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the ASX Listing Rules and subject to the expiry of any restriction period that applies to the Shares under the Corporations Act or the ASX Listing Rules.</p>

13.	<b>Restrictions on transfer of Shares on exercise</b>	<p>Shares issued on exercise of the Performance Rights are subject to the following restrictions:</p> <p>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Act;</p> <p>(b) all Shares issued on exercise of the Performance Rights are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</p> <p>(c) all Shares issued on exercise of the Performance Rights are subject to the terms of the Company's Securities Trading Policy.</p>
14.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
15.	<b>Participation in new issues</b>	Subject always to the rights under paragraphs 16 and 17, holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
16.	<b>Adjustment for bonus issue of Shares</b>	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled, upon exercise of the Performance Rights, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.
17.	<b>Reorganisation</b>	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.
18.	<b>Dividend and voting rights</b>	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
19.	<b>Transferability</b>	The Performance Rights cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in accordance with the Plan.
20.	<b>Restriction period</b>	Shares issued on exercise of the Performance Rights will not be subject to any restriction periods.
21.	<b>No rights to return of capital</b>	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.
22.	<b>Rights on winding up</b>	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

## SCHEDULE 2 – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below.

<b>Eligible Participant</b>	<b>Eligible Participant</b> means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
<b>Purpose</b>	The purpose of the Plan is to: <ul style="list-style-type: none"> <li>(a) assist in the reward, retention and motivation of Eligible Participants;</li> <li>(b) link the reward of Eligible Participants to Shareholder value creation; and</li> <li>(c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Plan Share, Option, Performance Right or other Convertible Security (<b>Securities</b>).</li> </ul>
<b>Maximum number of Convertible Securities</b>	The Company will not make an invitation under the Plan which involves monetary consideration if the number of Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued Shares at the date of the invitation (unless the Constitution specifies a different percentage and subject to any limits approved by Shareholders under Listing Rule 7.2 Exception 13(b). The Constitution specifies a threshold of 15% of the issue cap.
<b>Plan administration</b>	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
<b>Eligibility, invitation and application</b>	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
<b>Grant of Securities</b>	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

<p><b>Rights attaching to Convertible Securities</b></p>	<p>A <b>Convertible Security</b> represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> <li>(a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan;</li> <li>(b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company;</li> <li>(c) is not entitled to receive any dividends declared by the Company; and</li> <li>(d) is not entitled to participate in any new issue of Shares (see Participation in Entitlements and Bonus Issues section below).</li> </ul>
<p><b>Restrictions on dealing with Convertible Securities</b></p>	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
<p><b>Vesting of Convertible Securities</b></p>	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
<p><b>Forfeiture of Convertible Securities</b></p>	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> <li>(a) in the case of unvested Convertible Securities only, where the holder ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (the <b>Group</b>);</li> <li>(b) where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group and the Board exercises its discretion to deem some or all of the Convertible Securities held by a Participant to have been forfeited;</li> <li>(c) where there is a failure to satisfy the vesting conditions in accordance with the Plan;</li> <li>(d) on the date the Participant becomes insolvent; or</li> <li>(e) on the Expiry Date,</li> </ul> <p>subject to the discretion of the Board.</p>
<p><b>Listing of Convertible Securities</b></p>	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>

<p><b>Exercise of Convertible Securities and cashless exercise</b></p>	<p>To exercise a security, the Participant must deliver a signed notice of exercise (<b>Exercise Notice</b>) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (<b>Cashless Exercise</b>) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S=O*\frac{(MVS-EP)}{MVS}$ <p>Where:</p> <p>S = number of Shares to be issued on the exercise of the Options.</p> <p>O = number of Options being exercised.</p> <p>MVS = market value of shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise.</p> <p>EP = Exercise Price of the Options.</p> <p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
<p><b>Timing of issue of Shares and quotation of Shares on exercise</b></p>	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
<p><b>Restriction periods and restrictions on transfer of Shares on exercise</b></p>	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> <li>(a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act;</li> <li>(b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and</li> <li>(c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.</li> </ul>
<p><b>Rights attaching to Shares on exercise</b></p>	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
<p><b>Change of control</b></p>	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50%</p>

	of the Company's issued capital), the Board may in its discretion determine the manner in which any or all of the holder's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the holder to participate in and/or benefit from any transaction arising from or in connection with the change of control event. The Board may specify in the Invitation how the Convertible Securities will be treated on a change of control event occurring, or the Board determining that such event is likely to occur, which may vary depending upon circumstances in which the Participant becomes a leaver and preserve some or all of the Board's discretion under this rule.
<b>Participation in entitlements and bonus issues</b>	Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
<b>Adjustment for bonus issue</b>	If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.
<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
<b>Buy-Back</b>	Subject to applicable law, the Company may at any time buy-back Securities in accordance with the terms of the Plan.
<b>Employee Share Trust</b>	The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Convertible Securities for holders under the Plan and delivering Shares on behalf of holders upon exercise of Convertible Securities.
<b>Amendment of Plan</b>	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.</p>
<b>Plan duration</b>	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
<b>Income Tax Assessment Act</b>	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.

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**ANNEXURE A – NOMINATION OF AUDITOR LETTER**

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17 October 2025

Ordell Minerals Limited  
Unit 4, Level 3, 1292 Hay Street  
WEST PERTH, WA 6005

I, Michael Fowler, being a member of Ordell Minerals Limited (**Company**), nominate Hall Chadwick WA Audit Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Corporations Act.

Signed and dated 17 October 2025:



Yours sincerely  
Michael Fowler

Your proxy voting instruction must be received by **10:00am (AWST) on Monday, 24 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto: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)

