CADOUX LIMITED
ACN 061 289 218
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (AWST)

DATE: Thursday 3 September 2026

PLACE: The Celtic Club
48 Ord Street
West Perth, Western Australia

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 9:00 am (AWST) on 1 September 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – 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 55,304,304 Placement Shares on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – 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 31,029,030 Placement Shares on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 43,333,334 Placement Options on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,833,334 Lead Manager Options to Evolution (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

5. RESOLUTION 5 – APPROVAL TO ISSUE FIXED STAGE 1 PAYMENT SHARES TO ROVATEC

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 9,600,000 Shares to Rovatec (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – APPROVAL TO ISSUE FIXED STAGE 1 PAYMENT SHARES TO CENTURY MINERALS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,400,000 Shares to Century Minerals (or its nominees) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

7. RESOLUTION 7 – APPROVAL TO ISSUE VARIABLE STAGE 1 PAYMENT SHARES TO ROVATEC

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 to Rovatec (or its nominees) that number of Shares equal to an aggregate value of up to $240,000 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

8. RESOLUTION 8 – APPROVAL TO ISSUE VARIABLE STAGE 1 PAYMENT SHARES TO CENTURY MINERALS

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 to Century Minerals (or its nominees) that number of Shares equal to an aggregate value of up to $60,000 on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO ROLAND HILL IN LIEU OF MANAGING DIRECTOR FEES

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Roland Hill (or their nominee(s)) that number of Shares equal to an aggregate amount of up to $300,000 on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

10. RESOLUTION 10 – APPROVAL TO ISSUE SHARES TO EDMUND BABINGTON IN LIEU OF DIRECTORS' FEES

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Edmund Babington (or their nominee(s)) that number of Shares equal to an aggregate amount of up to $50,000 on the terms and conditions set out in the Explanatory Statement."

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

11. RESOLUTION 11 – APPROVAL TO ISSUE SHARES TO DAVID SARGEANT IN LIEU OF DIRECTORS' FEES

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 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to David Sargeant (or their nominee(s)) that number of Shares equal to an aggregate amount of up to $80,000 on the terms and conditions set out in the Explanatory Statement."*

A voting prohibition statement and voting exclusion statement applies to this Resolution. Please see below.

12. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO NEIL O'LOUGHLIN IN LIEU OF PROFESSIONAL FEES OWED BY MINUB OPERATIONS PTY LTD

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

> *"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue to Neil O'Loughlin (or their nominee(s)) that number of Shares equal to an aggregate amount of up to $150,000 on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 27 July 2026

Voting Prohibition Statements

Resolution 9 – Approval to Issue Shares to Roland Hill in lieu of Managing Director Fees	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 10 – Approval to Issue Shares to Edmund Babington in lieu of Directors' Fees	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 11 – Approval to Issue Shares to David Sargeant in lieu of Directors' Fees	A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if: (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 1 – Ratification of Prior Issue of Placement Shares under Listing Rule 7.1	The Placement Participants (or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of Prior Issue of Placement Shares under Listing Rule 7.1A	The Placement Participants (or their nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to Issue Placement Options	The Placement Participants (or their 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 4 – Approval to Issue Lead Manager Options	Evolution (or their 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 5 – Approval to Issue Fixed Stage 1 Payment Shares to Rovatec	Rovatec (or their 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 6 – Approval to Issue Fixed Stage 1 Payment Shares to Century Minerals	Century Minerals (or their 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 7 – Approval to Issue Variable Stage 1 Payment Shares to Rovatec	Rovatec (or their 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 8 – Approval to Issue Variable Stage 1 Payment Shares to Century Minerals	Century Minerals (or their 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 9 – Approval to Issue Shares to Roland Hill in lieu of Directors' Fees	Roland Hill (or their 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 10 – Approval to Issue Shares to Edmund Babington in lieu of Directors' Fees	Edmund Babington (or their 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 11 – Approval to Issue Shares to David Sargeant in lieu of Directors' Fees	David Sargeant (or their 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 12 – Approval to Issue Shares to Neil O'Loughlin in lieu of Professional Fees owed by Minhub Operations Pty Ltd	Neil O'Loughlin (or their 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).

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 and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6313 3920.

EXPLANATORY STATEMENT

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

1. BACKGROUND TO RESOLUTIONS 1 TO 8

1.1 Background to WMS Agreement

On 9 June 2026, the Company announced that it had entered into a binding farm-in and joint venture agreement (**WMS Agreement**) with Century Minerals Pty Ltd (ACN 601 316 278) (**Century Minerals**) and Rovatec Resources Pty Ltd (ACN 150 701 116) (**Rovatec**), who together hold the Exploration Licences comprising the WMS Project.

Pursuant to the WMS Agreement, the Company has:

(a) agreed with Rovatec to establish the Rovatec Joint Venture (the details of which are set out in Item 7(b) of Schedule 2); and

(b) agreed with Century Minerals to establish the Century Minerals Joint Venture (the details of which are set out in Item 7(a) of Schedule 2); and

(c) the right to obtain up to a 70% interest in each of the Joint Ventures, subject to the satisfaction of staged earn-in requirements as set out in the WMS Agreement (certain earn-in requirements being the subject of Resolutions 5 and 6) (**Farm-In**).

The material terms and conditions of the WMS Agreement are set out in Schedule 2 of this Notice.

1.2 Background to Placement

A Conditions Precedent of the WMS Agreement is that the Company complete a capital raising in an amount satisfactory to it. To satisfy this component of the Conditions Precedent, the Company has commenced the Placement as described below.

As announced on 9 June 2026, the Company received firm commitments from non-related institutional and sophisticated investors, and existing Shareholders (**Placement Participants**), to raise up to approximately $2,600,000 (before costs) through the issue of up to 86,666,668 fully paid ordinary shares (**Shares**) at an issue price of $0.03 per Share, together with one (1) free-attaching Option for every two (2) Shares subscribed for and issued, exercisable at $0.06 each and expiring two years from the date of issue (**Placement**).

On 16 June 2026 and 6 July 2026, the Company issued a total of 86,333,334 Shares under the Placement (**Placement Shares**) under the Placement, raising approximately $2,590,000 (before costs).

The Placement Shares were issued as follows:

(a) 55,304,304 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1, which the Company is seeking to ratify under Resolution 1; and

(b) 31,029,030 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A, which the Company is seeking to ratify under Resolution 2.

Subject to Resolution 3 being passed, the Company is proposing to issue 43,166,667 Options free attaching to the Placement Shares to the Placement Participants (or their respective nominee(s)) (**Placement Options**).

1.3 Lead Manager

The Company engaged Evolution Capital Pty Ltd (ACN 652 397 263) (**Evolution**) to act as lead manager to the Placement pursuant to a lead manager mandate (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, the Company has agreed to pay and issue to Evolution:

(a) a cash fee of 6% (plus GST) (comprising a 4% management fee and a 2% selling fee) of the total funds raised under the Placement; and

(b) 10,833,334 Options, exercisable at $0.06 and expiring two years from the date of issue (**Lead Manager Options**), which the Company is seeking to approve under Resolution 4.

The Lead Manager Mandate otherwise contains terms and conditions which are standard for agreements of its nature.

1.4 Use of Funds

Funds raised under the Placement will be applied towards the Company's financial obligations arising under the WMS Agreement, drilling mobilisation, logistics and accommodation, geological interpretation and reporting, working capital, and the costs of the Placement.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1 AND 7.1A

2.1 General

These Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 86,333,334 Shares at an issue price of $0.03 per Placement Share to raise approximately $2,590,000 (before costs).

On 16 June 2026, 55,304,304 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 31,029,030 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

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

Under Listing Rule 7.1A however, an Eligible Entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 6 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.

2.3 Listing Rule 7.4

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

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

2.4 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.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	The Placement Shares were issued to the Placement Participants (or their nominee(s)) who are institutional and sophisticated investors and existing Shareholders who were identified through a bookbuild process which involved Evolution seeking expressions of interest to participate in the Placement 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	86,333,334 Placement Shares were issued on the following basis: (a) 55,304,304 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 31,029,030 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
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	73,333,334 Shares on 16 June 2026 and 13,000,000 on 6 July 2026.
Price or other consideration the Company received for the Securities	$0.03 per Placement Share issued pursuant under 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 1.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares were issued pursuant to customary placement agreements between the Company and the Placement Participants.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

As set out in Section 1.2, the Company proposed to issue (1) free attaching Placement Option for every two (2) Placement Shares subscribed for and issued under the Placement, being 43,166,667 Placement Options.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

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

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

3.2 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. Accordingly, the Placement Participants will not receive the Placement Options they were entitled to receive as part of the Placement and the Company will be unable to meet its obligations under the customary placement agreements between the Company and the Placement Participants.

3.3 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 Placement Shares were issued to the Placement Participants (or their nominee(s)) who are institutional and sophisticated investors and existing Shareholders who were identified through a bookbuild process which involved Evolution seeking expressions of interest to participate in the Placement 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 of Securities and class to be issued	43,166,667 Placement Options.
Terms of Securities	The Placement Options will be issued on the terms and conditions set out in Schedule 1 (exercisable at $0.06 each, expiring two years from the date of issue).
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Placement Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Nil. The Placement Options are issued free attaching to the Placement Shares on a 1:2 basis. The Company will not receive any other consideration (other than funds received on exercise).
Purpose of the issue, including the intended use of any funds raised by the issue	To incentivise participation in the Placement. Refer to Section 1.4 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Options were issued pursuant to customary placement agreements between the Company and the Placement Participants.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTION 4 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

4.1 General

As set out in Section 1.3, the Company entered into the Lead Manager Mandate with Evolution Capital Pty Ltd (ACN 652 397 263), under which the Company agreed to issue 10,833,334 Lead Manager Options in part consideration for lead managerial services provided by Evolution.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

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

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

4.2 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, and the Company accordingly will be unable to meet its obligations under the Lead Manager Mandate.

4.3 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	Evolution Capital Pty Ltd (or its nominee(s)).
Number of Securities and class to be issued	10,833,334 Lead Manager Options.
Terms of Securities	The Lead Manager 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 Lead Manager Options within 5 Business Days of the Meeting. In any event, the Company will not issue any Lead Manager Options later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	Pursuant to the Lead Manager Mandate, the Lead Manager Options will be issued at a nil issue price, in consideration for lead managerial services provided by Evolution.
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 Lead Manager Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution 4.

5. RESOLUTIONS 5 AND 6 – APPROVAL TO ISSUE FIXED STAGE 1 PAYMENT SHARES

5.1 General

These Resolutions seek Shareholder approval, for the purposes of Listing Rule 7.1, for the issue of 12,000,000 Shares as part of the Stage 1 Payment under the WMS Agreement, comprising 9,600,000 Shares to Rovatec (the subject of Resolution 5) and 2,400,000 Shares to Century Minerals (the subject of Resolution 6).

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

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

5.2 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. Consequently, the Company will not be able to complete the Stage 1 Payment required to earn an initial 25% interest in the Joint Ventures under the WMS Agreement and may be required to renegotiate the terms of the WMS Agreement or otherwise satisfy the Stage 1 Payment by alternative means, including cash.

5.3 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	Rovatec Resources Pty Ltd and Century Minerals Pty Ltd (or their respective nominee(s)).
Number of Securities and class to be issued	12,000,000 Shares, comprising 9,600,000 Shares which will be issued to Rovatec and 2,400,000 Shares which will be issued to Century Minerals (or their respective nominees).
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 Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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 Securities will be issued at a nil issue price, as part of the Stage 1 Payment to earn the initial 25% interest in the Joint Ventures under the WMS Agreement.
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 WMS Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the WMS Agreement, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 7 AND 8 – APPROVAL TO ISSUE VARIABLE STAGE 1 PAYMENT SHARES

6.1 General

These Resolutions seek Shareholder approval, for the purposes of Listing Rule 7.1, for the issue of that number of Shares in aggregate equal to the value of $300,000 as part of the $1,000,000 component of the Stage 1 Payment under the WMS Agreement, calculated based on the 5-Day VWAP immediately prior to the date of issue and comprising:

(a) that number of Shares in aggregate equal to the value of $240,000 to Rovatec (the subject of Resolution 7); and

(b) that number of Shares in aggregate equal to the value of $60,000 to Century Minerals (the subject of Resolution 8),

The Company will satisfy the remaining $700,000 of the $1,000,000 payable as part of the Stage 1 Payment in cash.

The below table illustrates the potential number of Shares that may be issued under these Resolutions based on various example deemed issue prices.

RECIPIENT	VALUE OF SHARES	INDICATIVE NUMBER OF SHARES[1]		
		$0.0135 per Share	$0.0270 per Share[2]	$0.0540 per Share
Rovatec	$240,000	17,777,777	8,888,888	4,444,444
Century Minerals	$60,000	4,444,444	2,222,222	1,111,111
Total		**22,222,221**	**11,111,110**	**5,555,555**

Notes:

1. The example deemed issue prices are provided for illustrative purposes only. The actual number of Shares issued will depend on the Company's Share price on the date of issue. The closing price of the Company's Shares (ASX: CCM) on ASX on 17 June 2026 has been used as the basis for the range of assumed issue prices shown.
2. The closing price of the Company's Shares (ASX:CCM) on ASX on 17 June 2026.

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

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

6.2 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 same consequences as those described in Section 5.2 above will apply.

6.3 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	Rovatec Resources Pty Ltd (ACN 150 701 116) (or its nominee(s)) and Century Minerals Pty Ltd (ACN 601 316 278) (or its nominee(s)).
Number of Securities and class to be issued	The Company will issue that number of Shares in aggregate equal to the value of $300,000, as set out in the table at Section 6.1 above

REQUIRED INFORMATION	DETAILS
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 Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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 Securities will be issued at a nil issue price, as part of the Stage 1 Payment to earn the initial 25% interest in the Joint Ventures under the WMS Agreement.
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 WMS Agreement.
Summary of material terms of agreement to issue	The Securities are being issued under the WMS Agreement, a summary of the material terms of which is set out in Schedule 2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

7. RESOLUTIONS 9 TO 11 – APPROVAL TO ISSUE SHARES TO DIRECTORS IN LIEU OF DIRECTORS' FEES

7.1 General

In order to preserve the Company's cash reserves, the Directors, Roland Hill, Edmund Babington and David Sargeant have agreed to receive Shares in lieu of Directors' fees (**Remuneration-Sacrifice Shares**).

Each of the Directors have agreed, subject to the Company obtaining Shareholder approvals, to convert accrued and unpaid Directors' fees into Shares at a deemed issue price equal to the greater of $0.03 (**Floor Price**) and the volume weighted average price of Shares traded on ASX over the 5 trading days immediately prior to the date of the Meeting (**5-Day VWAP**).

Accordingly, Resolutions 9 to 11 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of up to that number of Shares equal to an aggregate of $430,000 to Roland Hill, Edmund Babington and David Sargeant (or their nominee(s)) on the terms and conditions set out below in lieu of cash fees payable to the Directors.

The below table illustrates the potential number of Remuneration-Sacrifice Shares that may be issued under these Resolutions based on various example deemed issue prices.

RECIPIENT	DIRECTORS' FEE / SALARY	INDICATIVE NUMBER OF SHARES		
		Floor Price ($0.030 per Share)	$0.045 per Share[1]	$0.060 per Share[2]
Roland Hill	$300,000	10,000,000	6,666,667	5,000,000
Edmund Babington	$50,000	1,666,667	1,111,111	833,333
David Sargeant	$80,000	2,666,667	1,777,778	1,333,333
Total		**14,333,334**	**9,555,556**	**7,166,666**

Notes:

1. The example deemed issue price of \$0.045 per Share is provided for illustrative purposes only and represents a 50% increase to the Floor Price.
2. The example deemed issue price of \$0.060 per Share is provided for illustrative purposes only and represents a 100% increase to the Floor Price.

7.2 Director Recommendation

Sandy Chong recommends that Shareholders vote in favour of these Resolutions to enable the Directors to be issued the Remuneration-Sacrifice Shares.

Each Director (other than Sandy Chong) has a material personal interest in the outcome of these Resolutions on the basis that the Directors (other than Sandy Chong) (or their nominee(s)) are to be issued Remuneration-Sacrifice Shares should these Resolutions be passed. For this reason, the Directors (other than Sandy Chong) do not believe that it is appropriate to make a recommendation on these Resolutions.

7.3 Chapter 2E of the Corporations Act

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

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

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

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

7.4 Listing Rule 10.11

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

7.5 Technical information required by Listing Rule 14.1A

If this Resolution is 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 this Resolution is not passed, the Company will not be able to proceed with the issue and alternative methods of satisfying the directors' fees owed to each of the Directors will need to be negotiated, which may involve satisfying the amounts owed in cash.

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

REQUIRED INFORMATION	DETAILS
Name of the person to whom Shares will be issued	The proposed recipients of the Remuneration-Sacrifice Shares are set out in the table at Section 7.1 above.
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Remuneration-Sacrifice Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Shares and class to be issued	The maximum number of Remuneration-Sacrifice Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 7.1 above.
Terms of Shares	The Remuneration-Sacrifice 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 Shares will be issued	The Company expects to issue the Remuneration-Sacrifice Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Remuneration-Sacrifice Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Remuneration-Sacrifice Shares will be issued at a deemed issue price per Share equal to the greater of the Floor Price and the 5-Day VWAP in lieu of outstanding directors' fees/salary as outlined in the table at Section 7.1 above.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued director's fees owed to the recipients as set out in the table at Section 7.1 above.
Consideration of type and quantum of Security to be issued	The issue price of the Remuneration-Sacrifice Shares is determined by reference to the current market value of the Company's Shares. The deemed issue price per Share is equal to the greater of the Floor Price and the 5-Day VWAP. It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Remuneration-Sacrifice Shares on the terms proposed.

<table>
<tr><th>REQUIRED INFORMATION</th><th>DETAILS</th></tr>
<tr><td>Remuneration</td><td>
The total remuneration package for each of the proposed recipients for the previous financial year and the current financial year are set out below:
<table>
<tr><th>Related Party</th><th>Current Financial Year Ending 30 June 2025</th><th>Previous Financial Year Ended 30 June 2024</th></tr>
<tr><td>Roland Hill</td><td>$391,129[1]</td><td>$525,911[2]</td></tr>
<tr><td>Edmund Babington</td><td>$101,883[3]</td><td>$88,398[4]</td></tr>
<tr><td>David Sargeant</td><td>$63,087[5]</td><td>$50,000[6]</td></tr>
</table>
Notes:
1. Comprising $373,680 in consulting fees and share based payments of $17,449.
2. Comprising $360,000 in consulting fees and share based payments of $165,911.
3. Comprising $79,638 in directors' fees, $9,158 of superannuation and share based payments of $13,087.
4. Comprising $79,638 in directors' fees and $8,760 of superannuation.
5. Comprising $50,000 in directors' fees and share-based payments of $13,087.
Comprising directors' fees only.
</td></tr>
<tr><td>Valuation</td><td>The value of the Remuneration-Sacrifice Shares proposed to be issued is set out in the table at Section 7.1 above.</td></tr>
<tr><td>Summary of material terms of agreement to issue</td><td>The relevant Directors have agreed to have their outstanding fees converted to Remuneration-Sacrifice Shares, but there is otherwise no formal agreement with respect to this proposed issue.</td></tr>
<tr><td>Interest in Shares</td><td>
The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below:
As at the date of this Notice:
<table>
<tr><th>RECIPIENT</th><th>SHARES[1]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr>
<tr><td>Roland Hill</td><td>19,281,632[2]</td><td>2,000,000[3]</td><td>Nil.</td><td>4.22%</td><td>4.63%</td></tr>
<tr><td>Edmund Babington</td><td>1,329,807[4]</td><td>750,000[5]</td><td>Nil.</td><td>0.29%</td><td>0.45%</td></tr>
<tr><td>David Sargeant</td><td>5,500,000[6]</td><td>1,750,000[7]</td><td>Nil.</td><td>1.20%</td><td>1.96%</td></tr>
</table>
Notes:
1. Fully paid ordinary shares in the capital of the Company (ASX: CCM).
2. Comprising 12,243,681 Shares held by Mr Hill and 7,037,951 held by Capstone Capital Pty Ltd.
3. Comprising 1,000,000 Options which expire on 6 November 2026 and 1,000,000 Options which expire on 5 November 2027.
4. Held jointly by Fiona Sutherland & Edmund Babington (BASU Superannuation) and (Calafrab A/C).
5. Expiring on 6 November 2026.
6. Comprising 2,500,000 Shares held by D W Sargeant Pty Ltd and 3,000,000 Shares held by Kirkdale Holdings Pty Ltd.
7. Comprising 750,000 Options which expire on 6 November 2026 and 1,000,000 Options which expire on 5 November 2027.
</td></tr>
</table>

REQUIRED INFORMATION	DETAILS
	Post issue:[1] <table><tr><th>RECIPIENT</th><th>SHARES[2]</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Roland Hill</td><td>29,281,632</td><td>2,000,000</td><td>Nil.</td></tr><tr><td>Edmund Babington</td><td>2,996,474</td><td>750,000</td><td>Nil.</td></tr><tr><td>David Sargeant</td><td>8,166,667</td><td>1,750,000</td><td>Nil.</td></tr></table>**Notes:** 1. Calculated on the basis that the Shares are issued at the Floor Price. Fully paid ordinary shares in the capital of the Company (ASX: CCM).
Dilution	If the Remuneration-Sacrifice Shares are issued pursuant to the Floor Price, it will increase the number of Shares on issue from 457,250,923 (being the total number of Shares on issue as at the date of this Notice) to 471,584,257 (assuming that no other Shares other than Remuneration-Sacrifice Shares are issued and no other convertible shares vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 3.04%, comprising 2.12% by Roland Hill, 0.36% by Edmund Babington and 0.56% by David Sargeant.
Trading history	The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below: <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>$0.0580</td><td>4 November 2026</td></tr><tr><td>Lowest</td><td>$0.0200</td><td>14 July 2026</td></tr><tr><td>Last</td><td>$0.0200</td><td>14 July 2026</td></tr></table>
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

8. RESOLUTION 12 – APPROVAL TO ISSUE SHARES TO NEIL O'LOUGHLIN IN LIEU OF PROFESSIONAL FEES OWED BY MINUB OPERATIONS PTY LTD

8.1 Background

As at the date of this Notice, the Company holds a 50% interest in Minhub Operations Pty Ltd (**MOPL**), acquired pursuant to a share purchase agreement dated on or around 8 May 2024, with an option under that agreement to acquire the remaining 50%.

The Company is funding MOPL through to the finalisation of the feasibility study for the Minhub mineral separation hub to be based in Darwin (**Minhub DMP**).

Mr O'Loughlin is engaged as the CEO of MOPL on remuneration of $180,000 per annum and is tasked with successfully developing the Minhub DMP strategy, including the coordination and control of the feasibility process (**Engagement**). This encompasses the identification and securing of a site for the production facility, securing suitable feedstock, negotiating offtake memoranda of understanding and agreements, mineral processing and associated engineering solutions, project funding, construction, and eventual profitable operations.

Under the terms of the Engagement, Mr O'Loughlin has accrued professional fees of $300,000, of which Mr O'Loughlin has agreed to take up to that number of Shares equal in value to $150,000 in the Company.

If this Resolution is passed, The Company will separately enter into an intercompany loan agreement with MOPL, under which MOPL will be liable to repay the Company an amount equal to the value of the Shares issued to Mr O'Loughlin under this Resolution.

8.2 General

As set out in Section 8.1 above, the Company has agreed to issue Shares to Neil O'Loughlin, a director of MOPL, to settle the outstanding professional fees owed to him by MOPL under the Engagement.

Accordingly, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to that number of Shares to Mr O'Loughlin equal in value to $150,000 in lieu of professional fees owed to him by MOPL.

Mr O'Loughlin has agreed, subject to the Company obtaining Shareholder approval, to convert his accrued and unpaid professional fees into Shares on the same terms as set out in Section 7.1 above.

The below table illustrates the potential number of Shares that may be issued under these Resolutions based on various example deemed issue prices.

RECIPIENT	PROFESSIONAL FEES	INDICATIVE NUMBER OF SHARES		
		Floor Price ($0.030 per Share)	$0.045 per Share1	$0.060 per Share2
Neil O'Loughlin	$150,000	5,000,000	3,333,333	2,500,000

8.3 Director Recommendation

The issue of Shares equal in value to $150,000 to Mr O'Loughlin in lieu of payment of the accrued professional fees under the Engagement reduces the cash funding required to be provided to MOPL up to the finalisation of the feasibility study for the Minhub DMP and assists in preserving the Company's cash reserves. Therefore, the Directors recommend that Shareholders vote in favour of Resolution 12, as it allows the Company to retain cash for its ongoing operational and project development activities while ensuring Mr O'Loughlin is appropriately remunerated for services already rendered in advancing the Minhub DMP feasibility study.

8.4 Listing Rule 7.1

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

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

8.5 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, and alternative methods of satisfying the professional fees owed to Mr O'Loughlin by MOPL will need to be negotiated, which may involve satisfying the amounts owed in cash.

8.6 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	Neil O'Loughlin. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	The maximum number of Shares to be issued is set out in the table included at Section 8.1 above.
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 Securities later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	The Shares will be issued at a deemed issue price per Share equal to the greater of the Floor Price and the 5-Day VWAP in lieu of outstanding professional fees as set out in the table included at Section 8.1 above.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued professional fees owed to Mr O'Loughlin as set out in the table at Section 8.1 above.
Summary of material terms of agreement to issue	Mr O'Loughlin has agreed to have his outstanding fees converted to Shares, but there is otherwise no formal agreement with respect to this proposed issue.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

$ means Australian dollars.

5-Day VWAP has the meaning given in Section 7.1.

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.

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

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.

Century Minerals means Century Minerals Pty Ltd (ACN 601 316 278).

Century Minerals Joint Venture has the meaning given in Item 7 of Schedule 2.

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.

Commencement Date has the meaning given in Item 4 of Schedule 2.

Company means Cadoux Limited (ACN 061 289 218).

Conditions Precedent has the meaning given in Item 6 of Schedule 2.

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.

Evolution means Evolution Capital Pty Ltd (ACN 652 397 263).

Explanatory Statement means the explanatory statement accompanying the Notice.

Exploration Licences means EL 5359, EL7976, EL8049, EL6872 and EL8229.

Farm-In has the meaning given in Section 1.1(c).

Farm-In Interest has the meaning given in Item 8 of Schedule 2.

Floor Price has the meaning given in Section 7.1.

Joint Ventures has the meaning given in Item 7 of Schedule 2.

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

Lead Manager Mandate has the meaning given in Section 1.3.

Lead Manager Options has the meaning given in Section 1.3.

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

Milestone Shares has the meaning given in Item 11 of Schedule 2.

Mineral Sands means all valuable minerals contained in the unconsolidated Murray Basin sediments.

MOPL means Minhub Operations Pty Ltd (ACN 649 828 615).

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

Option means an option to acquire a Share.

Participating Interest has the meaning given in Item 10 of Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

Placement has the meaning given in Section 1.2.

Placement Options has the meaning given in Section 1.2.

Placement Participants has the meaning given in Section 1.2.

Placement Shares has the meaning given in Section 1.2.

Remuneration-Sacrifice Shares has the meaning given in Section 7.1.

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

Rovatec means Rovatec Resources Pty Ltd (ACN 150 701 116).

Rovatec Joint Venture has the meaning given in Item 7 of Schedule 2.

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

Stage 1 Payment has the meaning given in Item 9 of Schedule 2.

Stage 2 Payment has the meaning given in Item 9 of Schedule 2.

WMS Agreement means the Farm-In and Joint Venture Agreement between the Company, Rovatec and Century Minerals, the material terms and conditions of which are summarised in Schedule 2.

WMS Project means the Wimmera Mineral Sands Project, comprising EL 5359, EL7976, EL8049, EL6872 and EL8229.

1.	**Entitlement**	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 $0.06 (**Exercise Price**).
3.	**Expiry Date**	Each Option will expire at 5:00 pm AWST) on the date that is two years following the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	**Exercise Period**	The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
5.	**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.
6.	**Exercise Date**	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7.	**Timing of issue of Shares on exercise**	Within five Business Days after the Exercise Date, the Company will: (a) issue the number of Shares required under these terms and conditions in respect of the number of 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 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8.	**Shares issued on exercise**	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	**Reorganisation**	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

10.	**Participation in new issues**	There are no participation rights or entitlements inherent in the 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.
11.	**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.
12.	**Transferability**	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 –TERMS AND CONDITIONS OF WMS PROJECT FARM-IN AND JOINT VENTURE AGREEMENT

1.	**Project**	Wimmera Mineral Sands Project (**WMS Project**).
2.	**Name of Contract**	Farm In and Joint Venture Agreement (**WMS Agreement**)
3.	**Parties**	Cadoux Limited (ACN 061 289 218) (**Cadoux** or the **Company**) Rovatec Resources Pty Ltd (ACN 150 701 116) (**Rovatec**) Century Minerals Pty Ltd (ACN 601 316 278) (**Century Minerals**) (Rovatec and Century Minerals are together the **Tenement Owners**)
4.	**Commencement Date**	The staged Farm-In commences on the date which the Company makes the Stage 1 Payments (**Commencement Date**).
5.	**Tenements**	EL 5359, EL7976, EL8049 (owned by Rovatec). EL6872 and EL8229 (owned by Century Minerals).
6.	**Conditions Precedent**	The earning of the Farm-In Interest is conditional upon the Company: (a) raising funds (either by way of an issue of securities or loan funds) in an amount satisfactory to the Company by 30 June 2026; and (b) obtaining shareholder approval for the issue of any Share under the WMS Agreement by no later than 8 weeks from the execution date of the WMS Agreement, (together the **Conditions Precedent**).
7.	**Joint Ventures**	From the Commencement Date, the following joint ventures are established: (a) the "WMS (Century) Joint Venture" between the Company and Century Minerals under which the Company is granted the exclusive right to carry out exploration for all valuable minerals contained in the unconsolidated Murray Basin sediments only (**Mineral Sands**) on the tenements owned by Century Minerals (**Century Minerals Joint Venture**); and (b) the "WMS (Rovatec) Joint Venture" between the Company and Rovatec under which the Company is granted the exclusive right to carry out exploration: (i) on EL 5359 for Mineral Sands only; and (ii) on EL7976 and EL8049 for all Minerals, (**Rovatec Joint Venture**). The Century Minerals Joint Venture and the Rovatec Joint Venture are together the **Joint Ventures**. During the existence of the Joint Ventures, the Company will hold its beneficial ownership as a tenant in common of an undivided share in the percentage interest earned.
8.	**Farm-In Interest**	Subject to the satisfaction of the staged farm-in requirements, the Company may earn up to 70% and the Tenement Owners will retain to a minimum 30% interest in each of the Joint Ventures (**Farm-In Interest**). All payments to the Tenement Owners under the WMS Agreement (whether in the form of cash or otherwise) are to be split on the following basis: (a) 80% to Rovatec; and (b) 20% to Century Minerals.

9.	**Staged Farm-In Requirements**	The Company has the right to earn the Farm-In Interest (**Farm-In**) as follows: (a) (**Stage 1 Payment**) to earn an initial 25% interest in the Joint Ventures, the Company must pay and issue to the Tenement Owners within 5 Business Days of satisfying the Conditions Precedent: (i) a cash payment of $333,333; (ii) 12,000,000 Shares in the Company (or at least 8,400,000 Shares and the remaining balance in cash); and (iii) a cash payment of $1,000,000 (or Shares equal to the value of at least $700,000 and the remaining balance in cash). (b) **Retention of 25%**: to retain the initial earned 25% interest in the Joint Ventures, the Company must: (i) make a cash payment of $333,333 to the Tenement Owners on the date which is 12-months from the date of the WMS Agreement (**1st Anniversary**); and (ii) incur a minimum total expenditure on the WMS Project of $1,500,000 (exclusive of GST) in the first 12 months from the date of the WMS Agreement, with a minimum of $300,000 of that total spent on the tenements owned by Century Minerals. (c) (**Stage 2 Payment**) to earn a further 45% interest in the Joint Ventures (reaching the total Farm-In Interest of 70%), the Company must: (i) within 30 Business Days of the 1st Anniversary, provide notice in writing to the Tenement Owners that it has elected to acquire a further 45% interest in the Joint Ventures; (ii) make a cash payment of $333,334 to the Tenement Owners; and (iii) incur a further minimum total expenditure on the WMS Project of $1,500,000 (exclusive of GST) in the 12 months from the 1st Anniversary, with a minimum of $300,000 of that total spent on the tenements owned by Century Minerals. If the Company earns the total Farm-In Interest, to ensure a no cash-call regime is established up until a Decision to Mine, it must solely fund the WMS Project until a Decision to Mine on or any part of the Tenements.
10.	**Decision to Mine**	A Decision to Mine requires an absolute majority of the Operating Committee which can only be made: (a) after completion of the Stage 2 Payment; and (b) on completion of a Definitive Feasibility Study which shall have no fixed timeline (a bankable-standard study covering the technical, economic, financial, geotechnical, engineering, environmental, metallurgical and infrastructure aspects of the mine). If a Decision to Mine is made, the Joint Ventures will not extend to production and a separate agreement must be negotiated between the parties covering a new mining entity, manager's fees, regulatory

		approvals, product sales and a Deed of Cross Charge as security, which: (a) Rovatec and Century Minerals must elect within 60 days whether to participate in; and (b) failure to elect is deemed an election not to participate. A non-participating party must offer its whole participating interest in the Joint Ventures (**Participating Interest**) to the continuing parties at a price agreed or, failing agreement, set by an Independent Expert. Interests in the new mining entity mirror the parties' Participating Interests, except where the Company arranges finance allowing a Tenement Owner to repay through up to 90% of its share of product, in which case the Company's interest becomes 75% and the Tenement Owner's 25%.
11.	**Milestone Shares**	On achievement of the following milestones, the Company must issue to the Tenement Owners: (a) 5,000,000 Shares on establishment of a JORC Compliant resource; and (b) 5,000,000 Shares on establishment of a resource of at least: (i) >5 megatons (D50 <75 micron) "WIM-style" heavy mineral concentrate in a JORC resource; and (ii) >1 megaton coarse grained (D50 > 75 micron) "strand-style" heavy mineral concentrate in a JORC resource, (together, the **Milestone Shares**). The Milestone Shares will be subject to 12-month voluntary escrow and in the event a Tenement Owner acquires a voting power of 50% or more in the Company, the voluntary escrow will be released.
12.	**Termination**	If the Conditions Precedent is unmet, any party not in breach may terminate, subject to any accrued breaches and reimbursement of the required pre-commencement expenses.

The WMS Agreement otherwise contains terms that are considered standard for this type of agreement (including joint venture governance terms, indemnities, and warranties).

Proxy Voting Form

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

Cadoux Limited | ABN 85 061 289 218

Your proxy voting instruction must be received by **9:00am (AWST) on Tuesday, 01 September 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://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Cadoux Limited, to be held at **9:00am (AWST) on Thursday, 03 September 2026 at The Celtic Club, 48 Ord Street, West Perth, Western Australia** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 9, 10 and 11 (except where I/we have indicated a different voting intention below) even though Resolutions 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

AUTOMIC

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1			
2	RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A			
3	APPROVAL TO ISSUE PLACEMENT OPTIONS			
4	APPROVAL TO ISSUE LEAD MANAGER OPTIONS			
5	APPROVAL TO ISSUE FIXED STAGE 1 PAYMENT SHARES TO ROVATEC			
6	APPROVAL TO ISSUE FIXED STAGE 1 PAYMENT SHARES TO CENTURY MINERALS			
7	APPROVAL TO ISSUE VARIABLE STAGE 1 PAYMENT SHARES TO ROVATEC			
8	APPROVAL TO ISSUE VARIABLE STAGE 1 PAYMENT SHARES TO CENTURY MINERALS			
9	APPROVAL TO ISSUE SHARES TO ROLAND HILL IN LIEU OF MANAGING DIRECTORS' FEES			
10	APPROVAL TO ISSUE SHARES TO EDMUND BABINGTON IN LIEU OF DIRECTORS' FEES			
11	APPROVAL TO ISSUE SHARES TO DAVID SARGEANT IN LIEU OF DIRECTORS' FEES			
12	APPROVAL TO ISSUE SHARES TO NEIL O'LOUGHLIN IN LIEU OF PROFESSIONAL FEES OWED BY MINUB OPERATIONS PTY LTD			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

CCM

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) / /

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).