
MIRAMAR RESOURCES LIMITED
ACN 635 359 965
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)
DATE: Tuesday, 10 March 2026
PLACE: Conference Room
South Perth Bowling Club
2 Mends Street
SOUTH PERTH WA 6151

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00AM (WST) on Sunday, 8 March 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ELECTION OF DIRECTOR – JONATHAN FISHER

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 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Jonathan Fisher, a Director who was appointed as an additional director on 8 December 2025, retires, and being eligible, is elected as a Director.”

2. RESOLUTION 2 – RATIFICATION OF SHARES ISSUED UNDER THE PLACEMENT – 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 179,238,486 Shares on the terms and conditions set out in the Explanatory Statement.”

3. RESOLUTION 3 – RATIFICATION OF SHARES ISSUED UNDER THE PLACEMENT – 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 119,492,314 Shares on the terms and conditions set out in the Explanatory Statement.”

4. RESOLUTION 4 – APPROVAL TO ISSUE OPTIONS UNDER THE PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 298,730,800 Options to the Tranche 1 Placement Participants on the terms and conditions set out in the Explanatory Statement.”

5. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER THE PLACEMENT

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 583,269,200 Shares and 583,269,200 Options on the terms and conditions set out in the Explanatory Statement.”

6. RESOLUTION 6 – APPROVAL FOR ALLAN KELLY TO PARTICIPATE IN THE PLACEMENT

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Shares and 40,000,000 Options to Mr Allan Kelly (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

7. RESOLUTION 7 – APPROVAL FOR TERRY GADENNE TO PARTICIPATE IN THE PLACEMENT

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Shares and 2,000,000 Options to Mr Terry Gadenne (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES TO ALLAN KELLY IN LIEU OF SALARY

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Mr Allan Kelly (or their nominee(s)) up to that number of Shares, when multiplied by the deemed issue price, will equal \$24,000 on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO MARION BUSH IN LIEU OF SALARY

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Ms Marion Bush (or their nominee(s)) up to that number of Shares, when multiplied by the deemed issue price, will equal \$16,000 on the terms and conditions set out in the Explanatory Statement."

Date: 6 February 2026

Voting Prohibition Statements

Resolution 8 – Approval To Issue Shares to Allan Kelly in lieu of salary	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 9 – Approval To Issue Shares to Marion Bush in lieu of salary	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 2 – Ratification of Shares issued under the Placement – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 – Ratification of Shares issued under the Placement – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 4 – Approval to Issue Options under the Placement	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 5 – Approval to Issue Securities under the Placement	A person who is expected to participate in, 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 for Allan Kelly to Participate in the Placement	Mr Allan Kelly (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 7 – Approval for Terry Gadenne to Participate in the Placement	Mr Terry Gadenne (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 8 – Approval to Issue Shares to Allan Kelly in lieu of salary	Mr Allan Kelly (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 9 – Approval to Issue Shares to Marion Bush in lieu of salary	Ms Marion Bush (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.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6166 630.

EXPLANATORY STATEMENT

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

1. RESOLUTION 1 – ELECTION OF A DIRECTOR – JONATHAN FISHER

1.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders.

Jonathan Fisher, having been appointed by other Directors on 8 December 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Mr Fisher is set out below.

Qualifications, experience and other material directorships	Mr Fisher has 20 years' experience in resources and corporate industries with strong capital markets, finance and mining industry relationships. He has a track record of successful market engagement, is a mining industry spokesperson and advocate, and brings with him energy and drive. Jono is also currently the CEO of Cauldron Energy (CXU:ASX) and Non-Executive Director of APC Minerals (APC:ASX).
Term of office	Mr Fisher has served as a Director since 8 December 2025.
Independence	If re-elected, the Board considers that Mr Fisher will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Fisher.
Board recommendation	Having received an acknowledgement from Mr Fisher that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Mr Fisher since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Mr Fisher) recommend that Shareholders vote in favour of this Resolution.

1.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Mr Fisher will be elected to the Board as an independent Director.

If this Resolution is not passed, Mr Fisher 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.

2. BACKGROUND TO RESOLUTIONS 2 TO 7

2.1 Placement

On 8 December 2025, the Company announced that it had received firm commitments from sophisticated and professional investors to raise approximately \$1,000,000 (before costs) via a two-tranche placement (**Placement**) of an aggregate of 400,000,000 fully paid ordinary shares in the Company at an issue price of \$0.0025 per Share, together with one free attaching unlisted Option for every one Share subscribed for and issued, exercisable at \$0.0040 each and expiring on the date that is two years from the date of issue.

On 12 December 2025, 28 January 2026 and 30 January 2026 respectively, the Company announced additional commitments for a further \$205,000 (being the equivalent of 82,000,000 Shares), \$5,000 (being the equivalent of 2,000,000 Shares) and \$1,100,000 January 2026 (being the equivalent of 440,000,000 Shares).

The Placement comprises of the following tranches:

- (a) an aggregate of 298,730,800 Shares were issued on 12 December 2025 to unrelated sophisticated and professional investors (**Tranche 1 Placement Participants**). 179,238,486 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 2) and 119,492,314 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 3). The 298,730,800 free attaching Options will be issued to the Tranche 1 Placement Participants, subject to Shareholder approval pursuant to Resolution 4;
- (b) up to 583,269,200 Shares and 583,269,200 free attaching Options to unrelated sophisticated and professional investors (**Tranche 2 Placement Participants**), subject to Shareholder approval pursuant to Resolution 5;
- (c) 40,000,000 Shares and 40,000,000 free attaching Options to Mr Allan Kelly (or his nominee(s)), subject to Shareholder approval pursuant to Resolution 6; and
- (d) 2,000,000 Shares and 2,000,000 free attaching Options to Mr Terry Gadenne (or his nominee(s)), subject to Shareholder approval pursuant to Resolution 7.

2.2 Lead Manger

The Company engaged Leeuwin Wealth Pty Ltd (ACN 679 320 720) (**Leeuwin Wealth**) to act as sole lead manager to the Placement pursuant to a lead manager mandate between the Company and Leeuwin Wealth dated 3 December 2025 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided in respect of the Placement, the Company agreed to pay/ issue:

- (a) a management fee of 1.0% plus GST on the gross proceeds raised by the Company under the Placement; and
- (b) a selling fee of 5.0% plus GST on the gross proceeds raised and introduced by Leeuwin Wealth under the Placement.

The Lead Manager Mandate otherwise contains terms which are standard for an agreement of this type.

2.3 Use of funds

The funds raised from the Placement are intended to be primarily used for exploration and drilling at Gidji joint venture and to provide general working capital for the Company.

3. RESOLUTIONS 2 AND 3 – RATIFICATION OF SHARES ISSUED UNDER THE PLACEMENT – LISTING RULES 7.1 AND 7.1A

3.1 General

As set out in Section 2.1 above, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 298,730,800 Shares at an issue price of \$0.0025 per share to raise \$746,827.

179,238,486 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 119,492,314 Shares were issued on 12 December 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A (being, the subject of Resolution 3).

3.2 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 27 November 2025.

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

3.3 Listing Rule 7.4

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

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

3.4 Technical information required by Listing 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	<p>The Tranche 1 Placement Participants were identified through a bookbuild process, which involved Leeuwin Wealth seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number and class of Securities issued	<p>298,730,800 Shares were issued on the following basis:</p> <p>(a) 179,238,486 Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 2); and</p> <p>(b) 119,492,314 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).</p>

REQUIRED INFORMATION	DETAILS
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	12 December 2025.
Price or other consideration the Company received for the Securities	\$0.0025 per Share for Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1.

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 1 OPTIONS

4.1 General

As set out in Section 2.1 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 298,730,800 free attaching Options to the Tranche 1 Placement Participants.

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

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

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. As a consequence, if the Company is unable to proceed with the issue, it may be required to negotiate alternative forms of incentive to the Placement Participants.

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	The Tranche 1 Placement Participants were identified through a bookbuild process, which involved Leeuwin Wealth seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

REQUIRED INFORMATION	DETAILS
identified/selected	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	298,730,800 Options will be issued
Terms of Securities	The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Options within 5 Business Days of the Meeting. In any event, the Company will not issue any 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	The Options will be issued for nil consideration, as the Options are being issued free attaching on a 1:1 basis with the Shares under the Placement. No funds will be raised through the issue of the Options.
Purpose of the issue, including the intended use of any funds raised by the issue	The Options are being issued free attaching to the Shares issued under the Placement. Refer to Section 2.3 for details for the proposed use of funds raised under the Placement.
Summary of material terms of agreement to issue	The Options were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 5 – APPROVAL TO ISSUE SECURITIES UNDER THE PLACEMENT

5.1 General

As set out in Section 2.1 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 583,269,200 Shares together with 583,269,200 free attaching Options to the Tranche 2 Placement Participants.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 3.1 above.

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

5.3 Technical information required by Listing Rule 14.1A

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

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will not raise any further funds under the Placement, which may affect the Company's ability to undertake its strategic objectives.

5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	<p>The Tranche 2 Placement Participants were identified through a bookbuild process, which involved Leeuwin Wealth seeking expressions of interest to participate in the capital raising from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.</p>
Number of Securities and class to be issued	Up to 583,269,200 Shares and 583,269,200 Options will be issued.
Terms of Securities	<p>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.</p> <p>The Options will be issued on the terms and conditions set out in Schedule 1.</p>
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 under the Placement 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	\$0.0025 per Share and nil per Option, as they are free attaching on a 1:1 basis with the Shares. No funds will be raised through the issue of the Options.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTIONS 6 AND 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR ALLAN KELLY AND MR TERRY GADENNE

6.1 General

As set out in Section 2.1 above, these Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of an aggregate of up to 42,000,000 Shares and up to 42,000,000 Options to Mr Allan Kelly and Mr Terry Gadenne (or their respective nominee(s)) on the terms and conditions set out below to enable their participation in the Company's capital raising activities on the same terms as unrelated participants (**Participation**).

Further details in respect of the intended Participation are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION		
		QUANTUM		FUNDS RAISED
		PLACEMENT SHARES	PLACEMENT OPTIONS	
Mr Allan Kelly	6	40,000,000	40,000,000	\$100,000
Mr Terry Gadenne	7	2,000,000	2,000,000	\$5,000
TOTAL		42,000,000	42,000,000	\$105,000

6.2 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 Participation will constitute giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Kelly and Mr Gadenne who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 6 and Resolution 7 because the Securities will be issued to Mr Kelly and Mr Gadenne on the same terms as Securities offered to unrelated participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 2.3. As approval pursuant to Listing Rule 7.1 is not

required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised. The Company will therefore be unable to raise a further \$105,000 under the Placement.

6.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The proposed recipients of the Securities are set out in Section 6.1 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 Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.
Number of Securities and class to be issued	The maximum number of Securities to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 6.1 above.
Terms of 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. The Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Securities 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	\$0.0025 per Share and nil per Option, as they are free attaching on a 1:1 basis with the Shares. No funds will be raised through the issue of the Options.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 2.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Securities were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.

7. RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE SHARES TO ALLAN KELLY AND MARION BUSH IN LIEU OF SALARY

7.1 General

Resolutions 8 and 9 seek Shareholder approval for the purposes of Listing Rule 10.11 to issue up to that number of Shares, when multiplied by the deemed issue price (being the volume weighted average price for Shares on the 5 days on which sales in Shares were

recorded immediately before the Meeting), will equal up to \$40,000 in lieu of Directors fees payable to Mr Allan Kelly and Ms Marion Bush (or their nominee(s)) for the period commencing from the beginning of January 2026 to the end of April 2026 on the terms and conditions set out below.

Further details in respect of the issue are set out in the table below.

RECIPIENT	RESOLUTION	DIRECTOR'S FEE / SALARY		SHARES ²
		\$ ¹	ACCRUAL PERIOD	
Mr Allan Kelly	8	\$24,000	Beginning of January 2026 to the end of April 2026	up to 16,000,000
Ms Marion Bush	9	\$16,000	Beginning of January 2026 to the end of April 2026	up to 10,666,667
TOTAL		\$40,000		up to 26,666,667

Notes:

1. This is the maximum amount of Director fees that the Company will convert into equity. The Company reserves the right to convert all or a portion of the Director fees.
2. Assumes an issue price of \$0.0015 per Share. Refer to Section 7.6 for further information.

7.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 6.2 above.

The issue constitutes giving a financial benefit and Mr Kelly and Ms Bush are related parties of the Company by virtue of being a Director.

The Directors (other than Mr Kelly and Ms Bush who have a material personal interest in these Resolutions) 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 Shares is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

7.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 6.3 above.

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.

7.4 Technical information required by Listing Rule 14.1A

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

If these Resolutions are not passed, the Company will not be able to proceed with the issue and will need to find alternative methods of remunerating Mr Kelly and Ms Bush.

7.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	The proposed recipients of the Shares are set out in Section 7.1 above.

REQUIRED INFORMATION	DETAILS									
Categorisation under Listing Rule 10.11	<p>Each of the proposed recipients fall 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.</p> <p>Any nominee(s) of the recipient who receive Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>									
Number of Securities and class to be issued	<p>The maximum number of Shares to be issued is up to that number of Shares when multiplied by the deemed issue price, equals up to an aggregate of \$40,000 (comprising up to \$24,000 to Mr Kelly under Resolution 8 and up to \$16,000 to Ms Bush under Resolution 9).</p>									
Terms of Securities	<p>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.</p>									
Date(s) on or by which the Securities will be issued	<p>The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>									
Price or other consideration the Company will receive for the Securities	<p>Each Share will be issued at a deemed issue price equal to the volume weighted average price for Shares on the 5 days on which sales in Shares were recorded immediately before the Meeting. The Company will not receive any consideration for the issue of the Shares.</p>									
Purpose of the issue, including the intended use of any funds raised by the issue	<p>The purpose of the issue is to provide the Company with the flexibility to convert all or a portion of the Director fees payable to Mr Allan Kelly and Ms Marion to equity for the period commencing from the beginning of January 2026 to the end of April 2026. This will also preserve the cash reserves of the Company.</p>									
Remuneration package	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr><tr><td>Mr Allan Kelly</td><td>\$313,016¹</td><td>\$329,996³</td></tr><tr><td>Ms Marion Bush</td><td>\$211,844²</td><td>\$160,384⁴</td></tr></table> <p>Notes:</p> <p>1. Comprising Directors' fees/salary of \$263,616, superannuation payments of \$30,000, an estimated D&O insurance of \$5,000, and other benefits of \$14,400. This excludes the value equity proportion of the remuneration (being up to \$24,000), which the Company is proposing to issue in lieu of an equivalent cash payment.</p> <p>2. Comprising Directors' fees/salary of \$184,682, superannuation payments of \$22,162, and an estimated D&O insurance of \$5,000. This excludes the value equity proportion of the remuneration (being up to \$16,000), which the Company is proposing to issue in lieu of an equivalent cash payment.</p> <p>3. Comprising Directors' fees/ salary of \$290,938, superannuation payments of \$29,932, a D&O insurance of \$4,918 and Short Term Other benefits of \$20,080.</p> <p>4. Comprising Directors' fees/ salary of \$154,000, superannuation payments of \$17,710 and a D&O insurance of \$4,918.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Mr Allan Kelly	\$313,016 ¹	\$329,996 ³	Ms Marion Bush	\$211,844 ²	\$160,384 ⁴
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025								
Mr Allan Kelly	\$313,016 ¹	\$329,996 ³								
Ms Marion Bush	\$211,844 ²	\$160,384 ⁴								

REQUIRED INFORMATION	DETAILS
Summary of material terms of agreement to issue	The Shares are not being issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to these Resolutions.
Voting prohibition statement	A voting exclusion statement applies to these Resolutions.

7.6 Maximum Shares to be issued to Directors

Set out below is a worked example of the number of Shares that may be issued under Resolutions 8 and 9 based on an assumed issue prices of \$0.0045, \$0.003 and \$0.0015 per Share, being the volume weighted average price for Shares on the 5 days on which sales in Shares were recorded immediately before the Meeting, and 50% increase and 50% decrease to the volume weighted prices which are 50% higher and 50% lower than that price.

Recipient	Assumed issue price	Maximum number of Shares which may be issued ¹
Allan Kelly ²	\$0.0045	5,333,333
	\$0.003	8,000,000
	\$0.0015	16,000,000
Marion Bush ²	\$0.0045	3,555,556
	\$0.003	5,333,333
	\$0.0015	10,666,667

Notes:

1. Rounded to the nearest whole number.
2. The Company notes that the above workings assume conversion of \$24,000 payable to Mr Kelly and \$16,000 payable to Ms Bush.

The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued to also differ.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Miramar Resources Limited (ACN 635 359 965).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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 2.2.

Leeuwin Wealth means Leeuwin Wealth Pty Ltd (ACN 679 320 720).

Listing Rules means the Listing Rules of ASX.

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

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Participation has the meaning given in Section 6.1.

Placement has the meaning given in Section 2.1.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

Security means a Share or an Option (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Participants has the meaning given in Section 2.1.

Tranche 2 Placement Participants has the meaning given in Section 2.1.

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

SCHEDULE 1 - TERMS AND CONDITIONS OF OPTIONS

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraphs 9, the amount payable upon exercise of each Option will be \$0.0040 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AWST) on the date that is two years from 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	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (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. <p>If a notice delivered under paragraph 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.</p>
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	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.

Your proxy voting instruction must be received by **10:00am (AWST) on Sunday, 08 March 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



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