

---

**CORAZON MINING LIMITED**  
**ACN 112 898 825**  
**NOTICE OF GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)

**DATE:** 6 October 2025

**PLACE:** Steinepreis Paganin, Level 14, 250 St Georges Terrace, Perth WA 6000

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

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

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (WST) on 4 October 2025.*

---

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF EXECUTION FEE SHARES – TWO POOLS GOLD PROJECT ACQUISITION

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 50,000,000 Shares (on a pre-Consolidation basis) to Mining Equities Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

#### 2. RESOLUTION 2 – APPROVAL TO ISSUE CONSIDERATION SECURITIES - TWO POOLS GOLD PROJECT ACQUISITION

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 250,000,000 Shares and 750,000,000 Performance Rights (on a pre-Consolidation basis) to Mining Equities Pty Ltd (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

#### 3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES

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 1,000,000,000 Shares (on a pre-Consolidation basis) to Placement Participants on the terms and conditions set out in the Explanatory Statement."*

---

#### 4. RESOLUTION 4 – APPROVAL TO ISSUE JOINT 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 50,000,000 Options (on a pre-Consolidation basis) to the Joint Lead Managers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

#### 5. RESOLUTION 5 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – SIMON COYLE

To consider and, if thought fit, to pass, 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 300,000,000 ZEPOs (on a pre-Consolidation basis) to Simon Coyle (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

#### 6. RESOLUTION 6 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – SCOTT WILLIAMSON

To consider and, if thought fit, to pass, 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 100,000,000 ZEPOs (on a pre-Consolidation basis) to Scott Williamson (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

**7. RESOLUTION 7 – APPROVAL TO ISSUE ZEPOS TO DIRECTOR – KRISTIE YOUNG**

To consider and, if thought fit, to pass, 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 100,000,000 ZEPOs (on a pre-Consolidation basis) to Kristie Young (or her nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

**8. RESOLUTION 8 – APPROVAL TO ISSUE ZEPOS TO CHIEF FINANCIAL OFFICER – ROBERT ORR**

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 100,000,000 ZEPOs (on a pre-Consolidation basis) to Robert Orr (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."*

---

**9. RESOLUTION 9 – CONSOLIDATION OF CAPITAL**

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

*"That, pursuant to section 254H of the Corporations Act and for all other purposes, Shareholders approve the consolidation of the issued capital of the Company on the basis that:*

- (a) every 50 Shares be consolidated into 1 Share;*
- (b) every 50 Options be consolidated into 1 Option; and*
- (c) subject to Resolution 2 being passed, every 50 Performance Rights be consolidated into 1 Performance Right,*

*with fractional entitlements rounded up to the nearest whole Security."*

---

**Dated: 25 August 2025**

## Voting Prohibition Statements

<b>Resolution 5 – Approval to issue ZEPOs to Director – Simon Coyle</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 5 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 6 – Approval to issue ZEPOs to Director – Scott Williamson</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 6 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 7 – Approval to issue ZEPOs to Director – Kristie Young</b>	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (<b>Resolution 7 Excluded Party</b>). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>
<b>Resolution 8 – Approval to issue ZEPOs to Chief Financial Officer – Robert Orr</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</li> </ul>

## Voting Exclusion Statements

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:

<b>Resolution 1 – Ratification of issue of Execution Fee Shares – Two Pools Gold Project</b>	Mining Equities Pty Ltd (or its nominee(s)) or any other person who participated in the issue or an associate of that person or those persons.
<b>Resolution 2 – Approval to issue Consideration Securities – Two Pools Gold Project Acquisition</b>	Mining Equities Pty Ltd (or its nominee(s)) or any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
<b>Resolution 3 – Approval to issue Placement Shares</b>	Placement Shares 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).
<b>Resolution 4 – Approval to issue Joint Lead Manager Options</b>	The Joint Lead Managers (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).
<b>Resolution 5 – Approval to issue ZEPOs to Director – Simon Coyle</b>	Simon Coyle (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 6 – Approval to issue ZEPOs to Director – Scott Williamson</b>	Scott Williamson (or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
<b>Resolution 7 – Approval to issue ZEPOs to Director – Kristie Young</b>	Kristie Young (or her 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.
<b>Resolution 8 – Approval to issue ZEPOs to Company Secretary – Robert Orr</b>	Robert Orr (or his 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 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.

You may still attend the Meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Automic Group will need to verify your identity.

***Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6166 6361.***

## EXPLANATORY STATEMENT

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

### 1. BACKGROUND TO RESOLUTIONS 1 TO 4

#### 1.1 Overview

The Company has entered into an agreement to acquire the Two Pools Gold Project in the Plutonic Greenstone belt in WA from Mining Equities Pty Ltd (**Acquisition Agreement**). Further information in relation to the acquisition of the Two Pools Gold Project is set out in this Section 1.1 (including the summary of the material terms and conditions of the Acquisition Agreement in Section 1.2) and in the ASX announcement released on 6 August 2025.

The Two Pools Gold Project is located in the eastern Gascoyne region of Western Australia within the Marymia Inlier and comprises of two contiguous exploration licence applications E52/4460 and E52/4468 covering a total of 193km<sup>2</sup> (the **Tenements**).

This region hosts the highly prospective Plutonic-Marymia greenstone belt, which has produced over 6 million ounces of gold since 1990, primarily from the Plutonic Gold Mine. The Two Pools Gold Project is located ~60km from Catalyst Metals Ltd (ASX: CYL) Plutonic Processing Plant.

The Company's initial exploration activities at the Two Pools Gold Project will be funded through a placement which will raise approximately A\$2,000,000 (before costs) through the issue of approximately 1,000 million Shares to sophisticated, professional and institutional investors at an issue price of A\$0.002 per Share (each stated on a pre-Consolidation basis) (**Placement**). This Placement is subject to shareholder approval which is being sought under Resolution 3. Further information in relation to the Placement is set out in Section 1.3.

#### 1.2 Acquisition Agreement

The material terms and conditions of the Acquisition Agreement are set out below.

<b>Overview</b>	The Company, through its wholly owned subsidiary, Coolgardie Mineral Rights Pty Ltd, has agreed to acquire a 100% legal and beneficial interest in the Tenements from Mining Equities.
<b>Consideration</b>	<p>The Company has agreed to issue Mining Equities (or its nominee(s)) \$100,000 worth of Shares at a deemed issue price of \$0.002 per Share, upon execution of the Acquisition Agreement, which Shares were issued on 12 August 2025 (<b>Execution Fee Shares</b>). Shareholder ratification of this issue is sought under Resolution 1.</p> <p>In addition, on completion of the Acquisition, the Company agreed to issue Mining Equities (or its nominee(s)):</p> <ul style="list-style-type: none"><li>(a) \$500,000 worth of Shares at a deemed issue price of \$0.002 per Share (<b>Consideration Shares</b>);</li><li>(b) \$750,000 worth of Performance Rights which will vest and be capable of being converted into Shares on the date of grant of the second Tenement (i.e., both Tenements must be granted prior to vesting) (<b>Tranche A Performance Rights</b>);</li><li>(c) \$750,000 worth of Performance Rights which will vest and be convertible into Shares on the date of Corazon reporting, in accordance with standard technical reporting protocols, at least four drilling intercepts of a gold or gold-equivalent deposit on the Tenements, with each intercept exceeding 50 grams of Au per metre, measured over defined intervals (<b>Tranche B Performance Rights</b>).</li></ul> <p>The Tranche A and Tranche B Performance Rights will be issued at a deemed issue price of \$0.002 per Performance Right (stated on a pre-Consolidation basis) and will expire on the date that is two years from the date of issue.</p>

	The issue of the Consideration Shares, Tranche A Performance Rights and Tranche B Performance Rights (together, the <b>Consideration Securities</b> ) is subject to the Company obtaining Shareholder approval, which is being sought under Resolution 2.
<b>Royalty</b>	The Company agreed to pay Mining Equities (or its nominee(s)) a 1% net smelter royalty in respect of any minerals from the area within the boundaries of the Tenements.
<b>Conditions precedent</b>	<p>Completion of the Acquisition is conditional upon the satisfaction (or waiver) of the below conditions precedent on or before 5 November 2025:</p> <ul style="list-style-type: none"> <li>(a) <b>Due diligence:</b> completion of financial, legal and technical due diligence by the Company on the Tenements to the absolute satisfaction of the Company;</li> <li>(b) <b>Shareholder approval:</b> Shareholders approving the issue of the Consideration Securities (the subject of Resolution 2);</li> <li>(c) <b>Regulatory approvals:</b> the parties obtaining all necessary regulatory approvals or waivers pursuant to the ASX Listing Rules, Corporations Act or any other law to allow the parties to lawfully complete the matters set out in the Acquisition Agreement;</li> <li>(d) <b>Third party approvals: the parties:</b> the parties obtaining all third party approvals and consents, including the consent of the Minister responsible for the <i>Mining Act 1978 (WA)</i> (if required), necessary to lawfully complete the matters set out in the Acquisition Agreement; and</li> <li>(e) <b>Deeds of assignment and assumption:</b> the parties, and, if necessary, under any third party agreements, the relevant third party, executing a deed of assignment or assumption in relation to each third party agreement.</li> </ul>

### 1.3 Placement

The Company received firm commitments from sophisticated, professional and institutional investors (**Placement Participants**) to raise approximately A\$2,000,000 (before costs) through a placement of approximately 1,000 million Shares at an issue price of A\$0.002 per Share (each stated on a pre-Consolidation basis) (**Placement**). This Placement is subject to shareholder approval which is being sought under Resolution 3.

The funds raised from the Placement will be used to fund exploration at the Two Pools Gold Project and the Company's existing projects, and for general working capital expenses.

The Company appointed Discovery Capital Partners Pty Ltd (ACN 615 635 982) and Westar Capital Limited (ACN 009 372 838) (together, the **Joint Lead Managers**) to act as the joint lead managers to the Placement. A summary of the material terms of the agreement between the Company and the Joint Lead Managers (**JLM Mandate**) is set out below.

<b>Term</b>	Three months, commencing on 1 August 2025.
<b>Fees</b>	<p>The Company has agreed to pay/issue the Joint Lead Managers (or their nominees):</p> <ul style="list-style-type: none"> <li>(a) a management fee of 2% and a selling fee of 4% (Selling Fee) on all funds raised in connection with the Placement.; and</li> <li>(b) subject to Shareholder approval which is being sought under Resolution 4), the issue of an aggregate of 50,000,000 Options with an exercise price of \$0.004 each and expiry date of three years from the date of issue (each stated a pre-Consolidation basis) (<b>JLM Options</b>).</li> </ul> <p>These fees (including the JLM Options) shall be split equally between the JLMs.</p>
<b>Right of First Refusal</b>	The Company has also agreed to grant the Joint Lead Managers a right of first refusal to act as joint lead managers to any future capital raising undertaken in the six-month period following completion of the Placement.
<b>Other Terms</b>	The JLM Mandate is otherwise on terms considered standard for an agreement of its nature.



## **2. RESOLUTION 1 – RATIFICATION OF ISSUE OF EXECUTION FEE SHARES – TWO POOLS GOLD PROJECT ACQUISITION**

### **2.1 General**

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of the Execution Fee Shares to the nominees of Mining Equities. Further information in relation to the Acquisition Agreement is set out in Section 1.2 above.

### **2.2 Listing Rule 7.1**

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

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

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

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

### **2.5 Technical information required by Listing Rules 7.4 and 7.5**

<b>REQUIRED INFORMATION</b>	<b>DETAILS</b>
<b>Names of persons to whom Securities were issued or the basis on which those persons were identified/selected</b>	The nominees of Mining Equities Pty Ltd.. The Company confirms that no Material Persons was issued more than 1% of the issued capital of the Company.
<b>Number and class of Securities issued</b>	50,000,000 Shares.
<b>Terms of Securities</b>	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>Date(s) on or by which the Securities were issued.</b>	12 August 2025.
<b>Price or other consideration the Company received for the Securities</b>	The Shares were issued at a nil issue price, in consideration for the Acquisition.

REQUIRED INFORMATION	DETAILS
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue was to satisfy the Company's obligations under the Acquisition Agreement in respect of the issue of the Execution Fee Shares.
<b>Summary of material terms of agreement to issue</b>	The Shares were issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 1.2.
<b>Voting Exclusion Statement</b>	A voting exclusion statement applies to this Resolution.
<b>Compliance</b>	The issue did not breach Listing Rule 7.1.

### **3. RESOLUTION 2– APPROVAL TO ISSUE CONSIDERATION SECURITIES – TWO POOLS GOLD PROJECT ACQUISITION**

#### **3.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 250,000,000 Consideration Shares and 750,000,000 Performance Rights (comprising 375,000,000 Tranche A Performance Rights and 375,000,000 Tranche B Performance Rights) (each stated on a pre-Consolidation basis) to the nominees of Mining Equities. Further information in relation to the Acquisition Agreement is set out in Section 1.2 above.

#### **3.2 Listing Rule 7.1**

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

#### **3.3 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue and will satisfy one of the conditions precedent to the Acquisition Agreement. 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 will be unable to complete the acquisition of the Two Pools Gold Project. In this circumstance, the Company intends to continue its strategic review of current and potential new projects. The Company would not seek to proceed with the Placement and would withdraw Resolution 3.

#### **3.4 Technical information required by Listing Rule 7.3**

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	The nominees of Mining Equities. The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company
<b>Number of Securities and class to be issued</b>	250,000,000 Consideration Shares and 750,000,000 Performance Rights (comprising 375,000,000 Tranche A Performance Rights and 375,000,000 Tranche B Performance Rights) each stated on a pre-Consolidation basis.
<b>Terms of Securities</b>	The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.  The Performance Rights will be issued on the terms and conditions set out in Schedule 1.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the Consideration Securities on completion of the Acquisition. In any event, the Company will

REQUIRED INFORMATION	DETAILS
	not issue any Consideration 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The Consideration Securities will be issued at a nil issue price, in consideration for the Acquisition.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the Acquisition Agreement.
<b>Summary of material terms of agreement to issue</b>	The Consideration Securities are being issued under the Acquisition Agreement, a summary of the material terms of which is set out in Section 1.2.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

#### 4. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT SHARES

##### 4.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 1,000 million Shares (on a pre-Consolidation basis) to the Placement Participants. Further information in relation to the Placement is set out in Section 1.3 above.

##### 4.2 Listing Rule 7.1

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

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

If this Resolution is passed, the Company will be able to proceed with the issue and will raise approximately \$2,000,000 (before costs) under the Placement. 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 will not be able to raise approximately \$2,000,000 (before costs) under the Placement. If the acquisition of the Two Pools Gold Project is successfully completed and this Resolution is not passed, the Company will need to consider alternative fund-raising methods (including equity or debt financing, joint ventures, asset divestment or other means). Until sufficient funding could be obtained, the Company would need to delay its planned exploration activities at the Two Pools Gold Project.

##### 4.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	<p>The Placement Participants who were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from non-related parties of the Company.</p> <p>The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.</p>
<b>Number of Securities and class to be issued</b>	Up to 1,000,000,000 Shares will be issued (on a pre-Consolidation basis).
<b>Terms of Securities</b>	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.

REQUIRED INFORMATION	DETAILS
<b>Date(s) on or by which the Securities will be issued</b>	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 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).
<b>Price or other consideration the Company will receive for the Securities</b>	\$0.002 per Shares (on a pre-Consolidation basis). The \$0.002 issue price is a 25% discount to the closing price of \$0.0025 on 1 August 2025.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	Refer to Section 1.3 for details of the proposed use of funds.
<b>Summary of material terms of agreement to issue</b>	The Placement Shares are not being issued pursuant to any agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 5. RESOLUTION 4 – APPROVAL TO ISSUE JOINT LEAD MANAGER OPTIONS

### 5.1 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of an aggregate of 50,000,000 JLM Options to the Joint Lead Managers (or their nominee(s)). Further information in relation to the Placement and the fees payable to the Joint Lead Managers is set out in Section 1.3 above.

### 5.2 Listing Rule 7.1

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. 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 and will be required to renegotiate the terms of the JLM Mandate.

### 5.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Discovery Capital Partners Pty Ltd (ACN 615 635 982) and Westar Capital Limited (ACN 009 372 838) (or their respective nominee(s)).
<b>Number of Securities and class to be issued</b>	An aggregate of 50,000,000 JLM Options (on a pre-Consolidation basis), which will be apportioned equally between the Joint Lead Managers (any their respective nominee(s)).
<b>Terms of Securities</b>	The JLM Options will be issued on the terms and conditions set out in Schedule 2.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the JLM Options within 5 Business Days of the Meeting. In any event, the Company will not issue any JLM 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).

REQUIRED INFORMATION	DETAILS
<b>Price or other consideration the Company will receive for the Securities</b>	The JLM Options will be issued at a nil issue price, in consideration for services provided by the Joint Lead Managers.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to satisfy the Company's obligations under the JLM Mandate.
<b>Summary of material terms of agreement to issue</b>	The JLM Options are being issued under the JLM Mandate, a summary of the material terms of which is set out in Section 1.3.
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.

## 6. BACKGROUND TO RESOLUTIONS 5 TO 8 – ISSUE OF ZEPOS TO DIRECTORS AND MANAGEMENT

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 600,000,000 zero exercise price options (**ZEPOs**) (on a pre-Consolidation basis) to the Board and management team, as outlined in the table below.

ZEPOS	QUANTUM			
CLASS	SIMON COYLE	SCOTT WILLIAMSON	KRISTIE YOUNG	ROBERT ORR
A	30,000,000	-	-	-
B	80,000,000	25,000,000	25,000,000	25,000,000
C	80,000,000	25,000,000	25,000,000	25,000,000
D	40,000,000	25,000,000	25,000,000	25,000,000
E	70,000,000	25,000,000	25,000,000	25,000,000
	<b>300,000,000</b>	<b>100,000,000</b>	<b>100,000,000</b>	<b>100,000,000</b>

The vesting conditions and expiry date of each class of ZEPOs are set out in the table below.

CLASS	VESTING CONDITION	EXPIRY DATE
A	The commencement of Mr Coyle's appointment as Managing Director.	5 years from the date of issue
B	The Company's 10-trading-day volume-weighted average price per Share ( <b>10-day VWAP</b> ) reaching or exceeding \$0.01 (on a pre-Consolidation basis) or \$0.50 (on a post-Consolidation basis).	5 years from the date of issue
C	The Company's 10-day VWAP reaching or exceeding \$0.02 (on a pre-Consolidation basis) or \$1.00 (on a post-Consolidation basis).	5 years from the date of issue
D	The grant of the exploration licence applications the subject of the Tenements.	5 years from the date of issue
E	The ZEPOs will vest and be convertible upon the Company reporting, in accordance with standard technical reporting protocols, at least four drilling intercepts of a gold or gold-equivalent deposit on the Tenements, with each intercept exceeding 50 grams of Au per metre, measured over defined intervals.	5 years from the date of issue
<b>TOTAL</b>		

The full terms and conditions of the ZEPOs are set out in Schedule 3 and a valuation of the ZEPOs to be issued to the Directors is set out in Schedule 4.

The ZEPOs held by an officer of the Company (or their nominee) will automatically vest if that officer is made redundant. If the officer's engagement is otherwise terminated, the ZEPOs will automatically lapse.

Resolutions 5 to 7 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 500,000,000 ZEPOs (on a pre-Consolidation basis) to Directors (or their nominee(s)) as set out in the table above.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 100,000,000 ZEPOs (on a pre-Consolidation basis) to Robert Orr (or his nominee(s)).

---

## **7. RESOLUTIONS 5 TO 7 – APPROVAL TO ISSUE ZEPOS TO DIRECTORS**

### **7.1 General**

These Resolutions seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 500,000,000 ZEPOs (on a pre-Consolidation basis) to Directors (or their nominee(s)) as set out in Section 6 above.

### **7.2 Director Recommendation**

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued ZEPOs should these Resolutions be passed. For this reason, the Directors 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 ZEPOs are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

### **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 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 may have to use other methods to remunerate and retain the Directors which may not be as cost effective for the Company.

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

REQUIRED INFORMATION	DETAILS
<b>Name of the persons to whom Securities will be issued</b>	The proposed recipients of the ZEPOs are set out in Section 6 above.
<b>Categorisation under Listing Rule 10.11</b>	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 ZEPOs may constitute 'associates' for the purposes of Listing Rule 10.11.4.
<b>Number of Securities and class to be issued</b>	The maximum number of ZEPOs to be issued (being the nature of the financial benefit proposed to be given) is 500,000,000 (on a pre-Consolidation basis) which will be allocated as set out in the table included at Section 6 above.
<b>Terms of Securities</b>	The ZEPOs will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any ZEPOs 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The ZEPOs will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package for the proposed recipients to align the interests of the proposed recipients with those of Shareholders, to motivate and reward the performance of the proposed recipients in their roles as Directors and to provide a cost effective way from the Company to remunerate the proposed recipients, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the proposed recipients.
<b>Consideration of type of Security to be issued</b>	The Company has agreed to issue the ZEPOs for the following reasons:  (a) the issue of the ZEPOs has no immediate dilutionary impact on Shareholders;  (b) the deferred taxation benefit which is available to the proposed recipients in respect of an issue of ZEPOs is also beneficial to the Company as it means the proposed recipients are not required to immediately sell the ZEPOs to fund a tax liability (as would be the case in an issue of Shares where the tax



REQUIRED INFORMATION	DETAILS												
	<p>liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company;</p> <p>(c) the vesting conditions of the ZEPOs will align the interests of the recipients with those of Shareholders</p> <p>(d) the issue is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and</p> <p>(e) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs on the terms proposed.</p>												
Consideration of quantum of Securities to be issued	<p>The number of ZEPOs to be issued has been determined based upon a consideration of:</p> <p>(a) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;</p> <p>(b) the remuneration of the proposed recipients; and</p> <p>(c) incentives to attract and retain the service of the proposed recipients who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.</p> <p>The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the ZEPOs upon the terms proposed.</p>												
Remuneration	<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 (FY-26)</th><th>PREVIOUS FINANCIAL YEAR ENDED (FY-25)</th></tr><tr><td>Simon Coyle</td><td>1,149,724 <sup>1</sup></td><td>-<sup>4</sup></td></tr><tr><td>Scott Williamson</td><td>317,292 <sup>2</sup></td><td>11,250<sup>5,6</sup></td></tr><tr><td>Kristie Young</td><td>317,292 <sup>3</sup></td><td>45,822<sup>7</sup></td></tr></table> <p><b>Notes:</b></p> <p>1. Comprising Directors' fees/salary of \$300,000, a superannuation payment of \$36,000 and share-based payments of \$813,724 (being the value of the ZEPOs).</p> <p>2. Comprising Directors' fees/salary of \$39,600, a superannuation payment of \$5,400 and share-based payments of \$272,292 (being the value of the ZEPOs).</p> <p>3. Comprising Directors' fees/salary of \$39,600, a superannuation payment of \$5,400 and share-based payments of \$272,292 (being the value of the ZEPOs).</p> <p>4. Mr Coyle was appointed as a Director on 17 July 2025.</p> <p>5. Mr Williamson was appointed as a Director on 31 March 2025.</p> <p>6. Comprising Directors' fees/salary of \$9,900 and a superannuation payment of \$1,350 payable in Shares at \$0.002 per Share (on a pre-Consolidation basis) subject to Shareholder approval at the upcoming Annual General Meeting.</p> <p>7. Comprising Directors' fees/salary of \$41,096 and a superannuation payment of \$4,726 3 months accrued payable in Shares at \$0.002 per Share (on a pre-Consolidation basis) subject to Shareholder approval at the upcoming Annual General Meeting.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING (FY-26)	PREVIOUS FINANCIAL YEAR ENDED (FY-25)	Simon Coyle	1,149,724 <sup>1</sup>	- <sup>4</sup>	Scott Williamson	317,292 <sup>2</sup>	11,250 <sup>5,6</sup>	Kristie Young	317,292 <sup>3</sup>	45,822 <sup>7</sup>
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING (FY-26)	PREVIOUS FINANCIAL YEAR ENDED (FY-25)											
Simon Coyle	1,149,724 <sup>1</sup>	- <sup>4</sup>											
Scott Williamson	317,292 <sup>2</sup>	11,250 <sup>5,6</sup>											
Kristie Young	317,292 <sup>3</sup>	45,822 <sup>7</sup>											



REQUIRED INFORMATION	DETAILS																																				
Valuation	The value of the ZEPOs and the pricing methodology is set out in Schedule 4.																																				
Summary of material terms of agreement to issue	<p>The ZEPOs offered to Simon Coyle are being issued in accordance with his executive services agreement. A summary of the material terms of this agreement is set out in Schedule 5.</p> <p>The ZEPOs offered to the Non-Executive Directors are not being issued under an agreement.</p>																																				
Interest in Securities	<p>The relevant interests of the proposed recipients in ZEPOs as at the date of this Notice and following completion of the issue (each stated on a pre-Consolidation basis) are set out below:</p> <p><b>As at the date of this Notice</b></p> <table><tr><th>RELATED PARTY</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Simon Coyle</td><td>10,101,170</td><td>-</td><td>0.82%</td><td>0.51%</td></tr><tr><td>Scott Williamson</td><td>20,000,000</td><td>-</td><td>1.62%</td><td>1.02%</td></tr><tr><td>Kristie Young</td><td>979,000</td><td>-</td><td>0.08%</td><td>0.05%</td></tr></table> <p><b>Post issue</b></p> <table><tr><th>RELATED PARTY</th><th>SHARES<sup>1</sup></th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Simon Coyle</td><td>10,101,170</td><td>300,000,000</td><td>-</td></tr><tr><td>Scott Williamson</td><td>20,000,000</td><td>100,000,000</td><td>-</td></tr><tr><td>Kristie Young</td><td>979,000</td><td>100,000,000</td><td>-</td></tr></table> <p><b>Notes:</b></p> <p>1. Fully paid ordinary shares in the capital of the Company (ASX: CZN).</p>	RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	UNDILUTED	FULLY DILUTED	Simon Coyle	10,101,170	-	0.82%	0.51%	Scott Williamson	20,000,000	-	1.62%	1.02%	Kristie Young	979,000	-	0.08%	0.05%	RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS	Simon Coyle	10,101,170	300,000,000	-	Scott Williamson	20,000,000	100,000,000	-	Kristie Young	979,000	100,000,000	-
RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	UNDILUTED	FULLY DILUTED																																	
Simon Coyle	10,101,170	-	0.82%	0.51%																																	
Scott Williamson	20,000,000	-	1.62%	1.02%																																	
Kristie Young	979,000	-	0.08%	0.05%																																	
RELATED PARTY	SHARES <sup>1</sup>	OPTIONS	PERFORMANCE RIGHTS																																		
Simon Coyle	10,101,170	300,000,000	-																																		
Scott Williamson	20,000,000	100,000,000	-																																		
Kristie Young	979,000	100,000,000	-																																		
Dilution	<p>The Company does not intend to issue the ZEPOs under these Resolutions unless the Acquisition and the Placement are successfully completed. If the Acquisition and the Placement are successfully completed, a total of 1,250,000,000 Shares will be issued (on a pre-Consolidation basis). On a pre-Consolidation basis, this will increase the number of Shares on issue from 1,234,572,256 (being the number of Shares on issue as at the date of this Notice) to 2,484,572,256 (assuming that no Shares are issued and no other convertible securities vest or are exercised).</p> <p>An additional 500,000,000 Shares (on a pre-Consolidation basis) will be issued if the ZEPOs issued under these Resolutions are converted. On a pre-Consolidation basis, this will increase the number of Shares on issue from 2,484,572,256 (being the number of Shares noted above) to 2,984,572,256 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of Shareholders would be diluted by an aggregate of 16.75%, comprising 10.05% by Simon Coyle, 3.35% by Scott Williamson and 3.35% by Kristie Young as a result of the conversion of the ZEPOs.</p>																																				
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.006</td><td>26 August 2024 – 29 August 2024, 7 October 2024 – 11 October 2024, 28 October 2024 and 4 November 2024 - 8 November 2024</td></tr><tr><td>Lowest</td><td>\$0.001</td><td>26 May 2025 - 29 May 2025, 2 June 2025 - 5 June 2025, 23 June 2025 - 25 June 2025 and 27 June 2025 - 30 June 2025</td></tr><tr><td>Last</td><td>\$0.003</td><td>25 August 2025</td></tr></table>		PRICE	DATE	Highest	\$0.006	26 August 2024 – 29 August 2024, 7 October 2024 – 11 October 2024, 28 October 2024 and 4 November 2024 - 8 November 2024	Lowest	\$0.001	26 May 2025 - 29 May 2025, 2 June 2025 - 5 June 2025, 23 June 2025 - 25 June 2025 and 27 June 2025 - 30 June 2025	Last	\$0.003	25 August 2025																								
	PRICE	DATE																																			
Highest	\$0.006	26 August 2024 – 29 August 2024, 7 October 2024 – 11 October 2024, 28 October 2024 and 4 November 2024 - 8 November 2024																																			
Lowest	\$0.001	26 May 2025 - 29 May 2025, 2 June 2025 - 5 June 2025, 23 June 2025 - 25 June 2025 and 27 June 2025 - 30 June 2025																																			
Last	\$0.003	25 August 2025																																			

REQUIRED INFORMATION	DETAILS
<b>Other information</b>	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.
<b>Voting exclusion statements</b>	Voting exclusion statements apply to these Resolutions.
<b>Voting prohibition statements</b>	Voting prohibition statements apply to these Resolutions.

## **8. RESOLUTION 8 – APPROVAL TO ISSUE ZEPOS TO CHIEF FINANCIAL OFFICER – ROBERT ORR**

### **8.1 General**

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 100,000,000 ZEPOs (on a pre-Consolidation basis) to Robert Orr (or his nominee(s)) as set out in Section 6 above.

### **8.2 Listing Rule 7.1**

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

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

### **8.3 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 and may have to use other methods to remunerate and retain Mr Orr which may not be as cost effective for the Company.

### **8.4 Technical information required by Listing Rule 7.3**

REQUIRED INFORMATION	DETAILS
<b>Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected</b>	Robert Orr (or his nominee(s)).
<b>Number of Securities and class to be issued</b>	The maximum number of ZEPOs to be issued is 100,000,000 (on a pre-Consolidation basis) as set out in the table included at Section 6 above.
<b>Terms of Securities</b>	The ZEPOs will be issued on the terms and conditions set out in Schedule 3.
<b>Date(s) on or by which the Securities will be issued</b>	The Company expects to issue the ZEPOs within 5 Business Days of the Meeting. In any event, the Company will not issue any ZEPOs 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).
<b>Price or other consideration the Company will receive for the Securities</b>	The ZEPOs will be issued at a nil issue price.
<b>Purpose of the issue, including the intended use of any funds raised by the issue</b>	The purpose of the issue is to provide a performance linked incentive component in the remuneration package of the Chief Financial Officer.
<b>Summary of material terms of agreement to issue</b>	The ZEPOs are not being issued under an agreement.

REQUIRED INFORMATION	DETAILS
<b>Voting exclusion statement</b>	A voting exclusion statement applies to this Resolution.
<b>Voting prohibition statements</b>	Voting prohibition statements apply to this Resolution.

## 9. RESOLUTION 9 – CONSOLIDATION OF CAPITAL

### 9.1 Background

This Resolution seeks Shareholder approval for the purposes of section 254 of the Corporations Act and all other purposes to consolidate the Company's issued capital on a 1:50 basis (**Consolidation**).

### 9.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must tell shareholders of each of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) of the securities;
- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that an entity which has convertible securities (except options) on issue may only reorganise its capital if, in respect of the convertible securities, the number of securities or the conversion price, or both, is reorganised so that the holder of the convertible securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22 provides that where an entity with options on issue undertakes a consolidation of its issued capital, the number of options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

### 9.3 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	RESOLUTION	SHARES	OPTIONS	PERFORMANCE RIGHTS <sup>1</sup>
<b>Pre-Consolidation</b>				
Securities on issue as at the date of the Meeting	-	1,234,572,256	716,815,694	-
Consideration Securities	2	250,000,000	-	750,000,000
Placement Shares	3	1,000,000,000	-	-
JLM Options	4	-	50,000,000	-
ZEPOs – Simon Coyle	5	-	300,000,000	-
ZEPOs – Scott Williamson	6	-	100,000,000	-
ZEPOs – Kristie Young	7	-	100,000,000	-
ZEPOs – Rob Orr	11	-	100,000,000	-

	RESOLUTION	SHARES	OPTIONS	PERFORMANCE RIGHTS <sup>1</sup>
Securities to be issued to Competent Person <sup>5</sup>		15,000,000	-	-
<b>Sub-Total</b>		<b>2,499,572,256</b>	<b>1,366,815,694</b>	<b>750,000,000</b>
<b>Post Consolidation<sup>1,3,4</sup></b>		<b>49,991,446</b>	<b>27,336,314</b>	<b>15,000,000</b>

**Notes:**

1. This assumes that the Securities the subject of Resolutions 2 – 11 are issued prior to the Consolidation.
2. The terms of these Options and Performance Rights are set out in the table below.
3. Assumes no Shares are issued (including on the exercise or conversion of convertible securities).
4. Subject to rounding of fractional entitlements in accordance Section 9.4 below.
5. The Company intends to issue 15,000,000 Shares (on a pre-Consolidation basis) pursuant to its Listing Rule 7.1 placement capacity, to Mr Warrick Clent, a consultant of the Company for services provided as the Competent Person to the Company's ASX announcement dated 6 August 2025.

The effect the Consolidation will have on the terms of the convertible securities that are current only issue (subject to rounding of fractional entitlements) is set out in the tables below:

**Quoted Options**

CLASS	EXPIRY DATE	PRE-CONSOLIDATION		POST-CONSOLIDATION	
		NUMBER	EXERCISE PRICE	NUMBER	EXERCISE PRICE
CZNOA	31 Dec 2027	655,160,662	\$0.006	13,103,213	\$0.3

**Unquoted Options**

CLASS	EXPIRY DATE	PRE-CONSOLIDATION		POST-CONSOLIDATION	
		NUMBER	EXERCISE PRICE	NUMBER	EXERCISE PRICE
CZNAA	18 Aug 2026	5,267,338	\$0.014	105,347	\$0.7
CZNAB	30 June 2027	56,387,694	\$0.01	1,127,754	\$0.5
JLM Options	3 years from the date of issue	50,000,000	\$0.004	1,000,000	\$0.2
Class A ZEPOs	5 years from the date of issue	30,000,000	Nil <sup>1</sup>	600,000	Nil
Class B ZEPOs	5 years from the date of issue	155,000,000	Nil <sup>2</sup>	3,100,000	Nil
Class C ZEPOs	5 years from the date of issue	155,000,000	Nil <sup>3</sup>	3,100,000	Nil
Class D ZEPOs	5 years from the date of issue	115,000,000	Nil <sup>4</sup>	2,300,000	Nil
Class E ZEPOs	5 years from the date of issue	145,000,000	Nil <sup>5</sup>	2,900,000	Nil

**Notes:**

1. The Class A ZEPOs vested upon the commencement of Mr Coyle's appointment as Managing Director (which occurred on 1 August 2025).
2. The Class B ZEPOs will vest upon the Company's volume weighted average price per Share calculated over ten consecutive trading days on which the Shares have actually traded (**10-Day VWAP**) reaching or exceeding \$0.01 (on a pre-Consolidation basis) or \$0.50 (on a post-Consolidation basis).
3. The Class C ZEPOs will vest upon the Company's 10-Day VWAP reaching or exceeding \$0.02 (on a pre-Consolidation basis) or \$1.00 (on a post-Consolidation basis).
4. The Class D ZEPOs will vest upon the grant of the exploration licence applications E52/4460 and E52/4468 (**Tenements**) (i.e., both Tenements must be granted prior to vesting).

5. The Class E ZEPOs will vest upon the Company reporting, in accordance with standard technical reporting protocols, at least four drilling intercepts of a gold or gold equivalent deposit on the Tenements, with each intercept exceeding 50 grams of Au per metre, measured over defined intervals.

### Performance Rights

The Performance Rights listed below are subject to Shareholder approval of Resolution 2.

CLASS / TRANCHE	PRE-CONSOLIDATION	POST-CONSOLIDATION
<b>A</b>	375,000,000	7,500,000
<b>B</b>	375,000,000	7,500,000
<b>Total</b>	<b>750,000,000</b>	<b>15,000,000</b>

### 9.4 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 50. Fractional entitlements will be rounded up to the nearest whole number.

### 9.5 Indicative timetable

If this Resolution is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

ACTION	DATE
Company announces Consolidation and releases Appendix 3A.3	Friday, 5 September 2025
Company sends out the Notice	Friday, 5 September 2025
Shareholders approve the Consolidation	Monday, 6 October 2025
Company announces Effective Date of Consolidation	Monday, 6 October 2025
Effective Date of Consolidation	Monday, 6 October 2025
Last day for pre-Consolidation trading	Tuesday, 7 October 2025
Post-Consolidation trading commences on a deferred settlement basis	Wednesday, 8 October 2025
Record Date	Thursday, 9 October 2025
Last day for the Company to register transfers on a pre-Consolidation basis	
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold	Friday, 10 October 2025
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred	Thursday, 16 October 2025

The above timetable is indicative only and the Board reserves the right to vary the timetable subject to compliance with the Listing Rules and all other applicable laws.

### 9.6 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable in Section 9.5 above), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

#### **9.7 Taxation**

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

---

## 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.

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

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

**Company** means Corazon Mining Limited (ACN 112 898 825).

**Consolidation** has the meaning given in Section 9.1.

**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.

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

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

**Meeting** means the meeting convened by the Notice.

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

**Option** means an option to acquire a Share.

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

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

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

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

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

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

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

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

**ZEPO** has the meaning set out in Section 6.



## SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1.	<b>Entitlement</b>	Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.
2.	<b>Consideration</b>	The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
3.	<b>Milestone</b>	<p>Each tranche of Performance Rights shall vest on satisfaction of the milestone for that tranche of Performance Rights, being:</p> <p>(a) <b>(Tranche A Performance Rights):</b> the grant of the exploration licence applications E52/4460 and E52/4468 (<b>Tenements</b>) (i.e., both Tenements must be granted prior to vesting); (i.e., both Tenements must be granted prior to vesting); and</p> <p>(b) <b>(Tranche B Performance Rights):</b> the Company reporting, in accordance with standard technical reporting protocols, at least four drilling intercepts of a gold or gold-equivalent deposit on the Tenements, with each intercept exceeding 50 grams of Au per metre, measured over defined intervals,</p> <p>each, a <b>Milestone</b>.</p>
4.	<b>Expiry Date</b>	<p>The Performance Rights, whether vested or unvested, will otherwise expire on 5:00 pm (WST) on the date that is two years from the date of issue (<b>Expiry Date</b>).</p> <p>If the relevant Milestone attached to a tranche of Performance Rights has not been achieved by the Expiry Date, all unconverted Performance Rights of that tranche will automatically lapse on the Expiry Date.</p>
5.	<b>Notice of vesting</b>	The Company shall notify the holder in writing when the relevant Vesting Condition has been satisfied.
6.	<b>Quotation of Performance Rights</b>	The Performance Rights will not be quoted on ASX.
7.	<b>Conversion</b>	Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
8.	<b>Timing of issue of Shares on conversion</b>	<p>Within five Business Days of conversion of the Performance Rights, the Company will:</p> <p>(a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;</p> <p>(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</p> <p>(c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.</p> <p>If a notice delivered under paragraph 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.</p>
9.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.
10.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.

11.	<b>Adjustment for bonus issues of Shares</b>	If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment no changes will be made to the Performance Rights.
12.	<b>Reorganisation</b>	If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
13.	<b>Dividend and voting rights</b>	The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
14.	<b>Transferability</b>	The Performance Rights are not transferable.
15.	<b>Deferral of conversion if resulting in a prohibited acquisition of Shares</b>	<p>If the conversion of a Performance Right under paragraph 7 would result in any person being in contravention of section 606(1) of the Corporations Act (<b>General Prohibition</b>) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:</p> <p>(a) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and</p> <p>(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 15(a) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.</p>
16.	<b>No rights to return of capital</b>	A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
17.	<b>Rights on winding up</b>	A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
18.	<b>ASX Listing Rule compliance</b>	The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
19.	<b>No other rights</b>	A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

## SCHEDULE 2 – TERMS AND CONDITIONS OF JLM OPTIONS

1.	<b>Entitlement</b>	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	<b>Exercise Price</b>	Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.004 (stated on a pre-Consolidation basis) ( <b>Exercise Price</b> ).
3.	<b>Expiry Date</b>	Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue ( <b>Expiry Date</b> ).  An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Exercise Period</b>	The Options are exercisable at any time on or prior to the Expiry Date ( <b>Exercise Period</b> ).
5.	<b>Exercise Notice</b>	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ( <b>Exercise Notice</b> ) 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.	<b>Exercise Date</b>	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 ( <b>Exercise Date</b> ).
7.	<b>Timing of issue of Shares on exercise</b>	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 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.
8.	<b>Shares issued on exercise</b>	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
10.	<b>Participation in new issues</b>	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.	<b>Change in exercise price/Adjustment for rights issue</b>	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.	<b>Transferability</b>	The Options are transferable subject to Board approval and any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

### SCHEDULE 3– TERMS AND CONDITIONS OF ZEPOS

1.	<b>Entitlement</b>	Each ZEPO entitles the holder to subscribe for one Share upon exercise of the ZEPO.
2.	<b>Exercise Price</b>	No consideration is payable upon exercise of each ZEPO.
3.	<b>Expiry Date</b>	Each ZEPO will expire at 5:00 pm (WST) on the date that is five years from the date of issue ( <b>Expiry Date</b> ). A ZEPO not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	<b>Vesting Conditions and Exercise Period</b>	<p>Subject to paragraphs 5 and 6, each class of ZEPOs shall vest and become exercisable into Shares between the date of satisfaction of the vesting condition for that class of ZEPOs, being:</p> <ul style="list-style-type: none"> <li>(a) <b>Class A ZEPOs:</b> the commencement of Mr Coyle's appointment as Managing Director (which occurred on 1 August 2025);</li> <li>(b) <b>Class B ZEPOs:</b> the Company's volume weighted average price per Share calculated over ten consecutive trading days on which the Shares have actually traded (<b>10-Day VWAP</b>) reaching or exceeding \$0.01 (on a pre-Consolidation basis);</li> <li>(c) <b>Class C ZEPOs:</b> the Company's 10-Day VWAP reaching or exceeding \$0.02 (on a pre-Consolidation basis);</li> <li>(d) <b>Class D ZEPOs:</b> the grant of the exploration licence applications E52/4460 and E52/4468 (<b>Tenements</b>) (i.e., both Tenements must be granted prior to vesting); and</li> <li>(e) <b>Class E ZEPOs:</b> the Company reporting, in accordance with standard technical reporting protocols, at least four drilling intercepts of a gold or gold-equivalent deposit on the Tenements, with each intercept exceeding 50 grams of Au per metre, measured over defined intervals,</li> </ul> <p>(each, a <b>Vesting Condition</b>) and the Expiry Date (<b>Exercise Period</b>).</p> <p>If the Company reorganises its issued capital, the VWAP which is included in the Vesting Conditions attaching to the Class B ZEPOs and Class C ZEPOs will be amended in inverse proportion to that ratio applicable to the reorganisation. For example, on completion of the Consolidation, the VWAP set out in the Vesting Condition for the Class B ZEPOs will increase to \$0.50 and the VWAP set out in the Vesting Condition for the Class C ZEPOs will increase to \$1.00.</p>
5.	<b>Automatic Vesting</b>	Subject to the Company complying with ASX Listing Rules and the Corporations Act, the ZEPOs held by an officer of the Company or their nominee will automatically vest if that officer is made redundant.
6.	<b>Lapse</b>	Subject to paragraph 5, the ZEPOs held by an officer of the Company (or their nominee) will automatically lapse on the termination of the employment or engagement of that officer.
7.	<b>Exercise Notice</b>	The ZEPOs may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the ZEPO certificate ( <b>Exercise Notice</b> ).
8.	<b>Exercise Date</b>	An Exercise Notice is only effective on and from the date of receipt of the Exercise Notice ( <b>Exercise Date</b> ).
9.	<b>Timing of issue of Shares on exercise</b>	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> <li>(a) issue the number of Shares required under these terms and conditions in respect of the number of ZEPOs specified in the Exercise Notice;</li> <li>(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</li> <li>(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 ZEPOs.</li> </ul>

		If a notice delivered under 9(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.
10.	<b>Shares issued on exercise</b>	Shares issued on exercise of the ZEPOs rank equally with the then issued shares of the Company.
11.	<b>Change of Control</b>	<p>Upon:</p> <ul style="list-style-type: none"> <li>(a) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and: <ul style="list-style-type: none"> <li>(i) having received acceptances for not less than 50.1% of the Company's Shares on issue; and</li> <li>(ii) having been declared unconditional by the bidder; or</li> </ul> </li> <li>(b) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,</li> </ul> <p>then, to the extent ZEPOs have not vested due to satisfaction of the relevant Vesting Conditions, each ZEPO will automatically vest and become exercisable into Shares.</p>
12.	<b>Reorganisation</b>	If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.
13.	<b>Participation in new issues</b>	There are no participation rights or entitlements inherent in the ZEPOs and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the ZEPOs without exercising the ZEPOs.
14.	<b>Deferral of conversion if resulting in a prohibited acquisition of Shares</b>	<p>If the exercise of a ZEPO (and subsequent issue of Shares) would result in any person being in contravention of section 606(1) of the Corporations Act (<b>General Prohibition</b>) then the issue of Shares on exercise of the ZEPO shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether an issue of Shares would result in a contravention of the General Prohibition:</p> <ul style="list-style-type: none"> <li>(a) holders may give written notification to the Company if they consider that the issue of Shares on exercise of a ZEPO may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the issue of Shares on exercise of a ZEPO will not result in any person being in contravention of the General Prohibition; and</li> <li>(b) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 14(a) within 7 days if the Company considers that the issue of Shares on exercise of a ZEPO may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the issue of Shares on exercise of a ZEPO will not result in any person being in contravention of the General Prohibition.</li> </ul>
15.	<b>Change in exercise price</b>	An ZEPO does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the ZEPO can be exercised.
16.	<b>Transferability</b>	The ZEPOs are only transferable with consent of the Board. The ZEPOs may also be subject to restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws.
17.	<b>Deferred Taxation</b>	Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies to the ZEPO offer.

## SCHEDULE 4 – VALUATION OF ZEPOS TO BE ISSUED TO DIRECTORS

The ZEPOs to be issued pursuant to Resolutions 5 to 7 have been independently valued by Stantons Corporate Finance Pty Ltd.

Using the Black & Scholes option model and a pricing model that incorporates a Monte Carlo simulation and based on the assumptions set out below, the ZEPOs were ascribed the following value:

ASSUMPTIONS:	ZEPOs				
	Class A	Class B	Class C	Class D	Class E
Valuation date	14 August 2025				
Market price of Shares	0.003 cents				
Exercise price	Nil				
Expiry date (length of time from issue)	5 years				
Risk free interest rate	3.44%	3.44%	3.44%	3.44%	3.44%
Volatility (discount)	100%	100%	100%	100%	100%
<b>Indicative value per ZEPO</b>	<b>0.3 cents</b>	<b>0.26 cents</b>	<b>0.23 cents</b>	<b>0.3 cents</b>	<b>0.3 cents</b>
<b>Total Value of ZEPOs</b>					
Simon Coyle (Resolution 5)	\$90,000	\$210,391	\$183,333	\$120,000	\$210,000
Scott Williamson (Resolution 6)	-	\$65,747	\$57,292	\$75,000	\$75,000
Kristie Young (Resolution 7)	-	\$65,747	\$57,292	\$75,000	\$75,000

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

---

**SCHEDULE 5 – EXECUTIVE SERVICES AGREEMENT**

---

<b>Engagement</b>	Mr Coyle ( <b>Executive</b> ) has been employed as Managing Director of the Company via an executive services agreement ( <b>ESA</b> ).
<b>Term</b>	Mr Coyle will commence his employment as Managing Director on 1 August 2025 and will continue on an ongoing basis, subject to termination by the Company or the Executive.
<b>Base Salary</b>	\$300,000 per annum (exclusive of superannuation).
<b>ZEPOs</b>	<p>The Company has agreed, subject to obtaining Shareholder approval, to issue Mr Coyle (or his nominee):</p> <ul style="list-style-type: none"><li>(a) 30,000,000 Class A ZEPOs;</li><li>(b) 80,000,000 Class B ZEPOs;</li><li>(c) 80,000,000 Class C ZEPOs;</li><li>(d) 40,000,000 Class D ZEPOs ;</li><li>(e) 70,000,000 Class E ZEPOs,</li></ul> <p>the material terms and conditions of which are summarised in Schedule 3.</p>
<b>Termination</b>	<p>The Company and the Executive each have the capacity to terminate the ESA on three months written notice. The Company may pay the Executive the equivalent fee in lieu of such notice being served.</p> <p>The Executive may also terminate the ESA by giving two weeks written notice at any time within a three-month period following a material diminution or notification of a material diminution in the Executive's position within the Company. Where this occurs, the Executive shall be entitled to payment in lieu of three months' notice.</p> <p>The ESA may also be terminated without notice and without compensation on the basis of serious misconduct or circumstances which justify summary dismissal.</p>
<b>Other Terms</b>	The ESA is otherwise on terms and conditions considered standard for an agreement of its nature (including the existence of non-compete clauses which are applicable during the term and for a period of six months after termination, subject to standard exceptions).