



**Fin Resources Limited (ABN 25 009 121 644)
General Meeting – Notice and Proxy Form**

Dear Shareholder

A General Meeting (**Meeting**) of shareholders of Fin Resources Limited (ABN 25 009 121 644) (**Company**) will be held at Level 1, 35 Richardson St, West Perth WA 6005 on Tuesday, 31 March 2026 at 9:00am (WST).

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has previously requested a hard copy.

A copy of the Meeting documents can be viewed and downloaded online as follows:

- (a) On the Company's website at <https://www.finresources.com.au>; or
- (b) On the Company's ASX market announcements page (ASX: FIN).

You may vote by attending the Meeting in person, by proxy or by appointing an authorised representative. The **Company strongly encourages shareholders to lodge a directed proxy form prior to the meeting** in person, by post or by facsimile. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. However, questions may also be raised during the Meeting.

Your proxy form must be received by 9:00am (WST) on Sunday, 29 March 2026, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice. To lodge your vote electronically please visit www.investorvote.com.au (Control Number: **188627**).

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice. In order to receive electronic communications from the Company in the future, please update your Shareholder details online at <http://www.investorcentre.com>. Select 'Login' for existing users and enter your User ID and password (New users select 'Register now' and follow the prompts).

The Company will notify Shareholders via the Company's website at www.finresources.com.au and the Company's ASX Announcement Platform at www2.asx.com.au (ASX:FIN) if changing circumstances impact the planning or arrangement of the Meeting.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary at info@finresources.com.au.

This announcement is authorised for market release by the Company Secretary of Fin Resources Limited.

Yours sincerely,

Aaron Bertolatti
Non-Executive Director and Company Secretary
Fin Resources Limited

35 Richardson Street
West Perth WA 6005
info@finresources.com.au
www.finresources.com.au

Fin Resources Limited
ACN 009 121 644

Notice of General Meeting

Notice is given that the Meeting will be held at:

Time: 9:00 am (Perth time)
Date: 31 March 2026
Place: Level 1
35 Richardson Street
WEST PERTH WA 6005

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

This Notice of Meeting 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 7:00pm (Sydney time) on 29 March 2026

Business of the Meeting

Agenda

1. Resolution 1 – Ratification of a prior issue – Placement – Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 150,000,000 Shares to sophisticated and/or professional investors under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue of Shares, or any associates of those persons.

2. Resolution 2 – Ratification of a prior issue – Placement – Listing Rule 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 105,000,000 Shares to sophisticated and/or professional investors under ASX Listing Rule 7.1A on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who participated in the issue of Shares, or any associates of those persons.

3. Resolution 3 – Issue of Shares – Tranche 2 of the Placement

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 120,000,000 Shares to sophisticated and/or professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any 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 any associates of those persons.

4. Resolution 4 – Issue of Options – Lead Manager

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 35,000,000 Options to Euroz Hartleys Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Euroz Hartleys Limited (or its nominee(s)), or any person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.

5. Resolution 5 – Issue of Options – Brokers

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 25,000,000 Options to Key Brokers (or their nominee(s)) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Key Brokers (or their respective nominee(s)), or any person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.

Dated: 27 February 2026

By order of the Board

Aaron Bertolatti

Non-Executive Director and Company Secretary

Voting exclusion statements

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of the relevant Resolution by or on behalf of the following persons:

- (a) **Resolution 1:** a person who participated in the issue of the securities, or any associates of those persons.
- (b) **Resolution 2:** a person who participated in the issue of the securities, or any associate of those persons.
- (c) **Resolution 3:** any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.
- (d) **Resolution 4:** Euroz Hartleys Ltd (or its nominee(s)), or any person who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any associates of those persons.
- (e) **Resolution 5:** Key Brokers who will participate in the issue of securities (or their respective 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 those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as 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 of the Meeting 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 in person

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

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:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 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 changes to the Corporations Act made in 2011 mean that:

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary at info@finresources.com.au.

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 – Placement, Lead Manager Mandate, and Fee Options

On 10 February 2026, the Company announced a capital raising seeking to raise up to approximately \$3.75 million through the issue of 375,000,000 Shares at \$0.01 per Share (**Placement**).

The Placement is being undertaken in two tranches. The first tranche of 255,000,000 Shares (**Tranche 1**) was completed on 19 February 2026, using the Company's placement capacity under Listing Rule 7.1 (150,000,000 Shares) and its Additional Placement Capacity under Listing Rule 7.1A (105,000,000 Shares). The second tranche (120,000,000 Shares) (**Tranche 2**) is to be completed subject to obtaining shareholder approval under Resolution 3.

Euroz Hartleys Limited (AFSL No. 230052) (**Lead Manager**) was engaged to act as lead manager to the Placement, together with GBA Capital Pty Ltd (**GBA**) and Peak Asset Management Limited (**Peak**) acting as Co-Managers, pursuant to a mandate (**Lead Manager Mandate**). The Company has agreed to pay the Lead Manager (or its nominee(s)) the following remuneration:

- (a) **Fee Options:** 35,000,000 Options on the terms and conditions set out in Schedule 1; and
- (b) **Placing Fees:** 6% (plus GST) of the amount raised under the Placement (total of \$225,000 excluding GST).

The Company also agreed to issue a total of 25,000,000 options (on the same terms and conditions as the options to be issued to the Lead Manager) to key brokers who supported the offer (**Key Brokers**).

The engagement of the Lead Manager and Co-Managers is otherwise on customary terms and conditions.

Tranche 1 of the Placement was completed on 19 February 2026 and Shareholder approval to ratify this issue is the subject of Resolutions 1 (in relation to the Shares issued using the capacity under Listing Rule 7.1) and 2 (in relation to the Shares issued using the capacity under Listing Rule 7.1A).

Approval of the issue of Tranche 2 of the Placement is the subject of Resolution 3.

The issue of the Fee Options to the Lead Manager (or its nominee(s)) under the Lead Manager Mandate is subject to Shareholder approval under Resolution 4, and the issue of the Fee Options to the Key Brokers (or their respective nominees) is subject to shareholder approval under Resolution 5.

2. Resolutions 1 and 2 – Ratification of a prior issue – Tranche 1 of Placement – Listing Rules 7.1 and 7.1A

2.1 General

Details of the Placement are set out in Section 1.

Resolutions 1 and 2 seek Shareholder approval to ratify the issue of the Shares issued under Tranche 1 of the Placement.

2.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period (**Placement Capacity**).

2.3 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period for which the approval is valid, a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1 (**Additional Placement Capacity**).

The Company obtained the required Shareholder approval at its previous annual general meeting on 21 November 2025 and had the Additional Placement Capacity at the date of issue of the Tranche 1 Shares.

2.4 ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The issue of equity securities under the Additional Placement Capacity can also be ratified under Listing Rule 7.4.

2.5 Effect of the Resolution

The issue of the Shares in the Placement did not fit within any of the exceptions from ASX Listing Rule 7.1 and was not subject to prior Shareholder approval. The issue of the Shares the subject of Resolution 1 effectively used up most of the available Placement Capacity under ASX 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 their issue. At the time of issue, sufficient placement capacity was available that the issue of the securities the subject of Resolution 1 did not breach ASX Listing Rule 7.1.

The Company had not issued or agreed to issue any equity securities using the Additional Placement Capacity until the Placement, and the full amount of the Additional Placement Capacity was available to the Company at the time it agreed to issue the Placement securities. The issue of the Shares the subject of Resolution 2 did not breach Listing Rule 7.1A but effectively used up most of the Additional Placement Capacity available at that time under Listing Rule 7.1A.

By ratifying the issue of the Shares the subject of Resolutions 1 and 2, the Company will retain the flexibility to issue equity securities in the future up to the Placement Capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval, and up to the Additional Placement Capacity as set out in Listing Rule 7.1A for the remainder of time that capacity remains valid (being up to its next annual general meeting or such earlier date as determined by the Listing Rules). The base figure (referred to as variable "A" in the formulae in ASX Listing Rules 7.1 and 7.1A), from which the Company's Placement Capacity and Additional Placement Capacity is calculated, will be a higher number, which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

If Resolution 1 is not passed, then the Company's Placement Capacity under ASX Listing Rule 7.1 will not be refreshed; the resulting being that the Shares the subject of Resolution 1 will continue to be included in calculating the Company's use of the 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without prior Shareholder approval over the 12 month period following the date of their issue.

If Resolution 2 is not passed, then the Company's Additional Placement Capacity under ASX Listing Rule 7.1A will not be refreshed; the result being that the Shares the subject of Resolution 2 will continue to be included in calculating the Company's use of the 10% limit under ASX Listing Rule

7.1A, effectively decreasing the number of equity securities the Company can issue without prior Shareholder approval using Additional Placement Capacity for the remainder of the period that the approval of the Additional Placement Capacity obtained at the 2025 AGM remains in force.

2.6 Board Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

2.7 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Shares were issued to sophisticated and professional investors introduced by the Lead Manager, the allottees being determined in consultation with the Directors. None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. None of the allottees was a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time);
- (b) the number of Shares issued was 255,000,000, comprising:
 - (i) 150,000,000 Shares issued using Placement Capacity under Listing Rule 7.1 (Resolution 1); and
 - (ii) 105,000,000 Shares issued using Additional Placement Capacity under Listing Rule 7.1A (Resolution 2);
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 19 February 2026;
- (e) the Shares were issued at an issue price of \$0.01 each;
- (f) the Company received \$2,550,000 (before costs) from the issue of the Shares, which it is applying towards:
 - (i) the drilling program at the Cabin Lake gold project;
 - (ii) ongoing geological and geophysical interpretation and follow-up target refinement;
 - (iii) exploration activities across the Company's portfolio of other exploration assets;
 - (iv) general working capital; and
 - (v) costs of the offer.
- (g) the Shares were issued pursuant to customary placement agreements between the Company and participants in the Placement. The material terms of the Lead Manager Mandate are summarised in Section 1.

3. Resolution 3 – Tranche 2 of Capital Raising – Listing Rule 7.1

3.1 General

Details of the Placement are set out in Section 1.

Resolution 3 seeks Shareholder approval to issue Shares in relation to participation in Tranche 2 of the Placement.

3.2 ASX Listing Rule 7.1

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

3.3 Effect of the Resolution

The effect of Resolution 3 will be to allow the Company to issue 120,000,000 Shares during the period of 3 months after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) without using up any part of the Company's Placement Capacity under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Shares contemplated by Tranche 2 of the Placement and will not receive approximately \$1,200,000 in subscription funds.

3.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

3.5 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) a maximum of 120,000,000 Shares will be issued to sophisticated and professional investors introduced by the Lead Manager, the allottees being determined in consultation with the Directors. No Shares in Tranche 2 of the Placement will be issued to a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. Further, none of the allottees will be a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time);
- (b) the Shares to be issued will be issued on the same terms and conditions as existing Shares in the capital of the Company;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Shares will be issued at an issue price of \$0.01 each;
- (e) a total of \$1,200,000 will be raised by the issue of these Shares;
- (f) the funds raised will form part of the total amount of funds raised by the Additional Placement, which will be used as described in Section 2.6(f); and

- (g) the Shares will be issued pursuant to customary placement agreements between the Company and participants in the Placement. The material terms of the Lead Manager Mandate are summarised at Section 1.

4. Resolution 4 – Issue of Fee Options – Lead Manager Mandate – Listing Rule 7.1

4.1 General

Resolution 4 seeks Shareholder approval to issue Fee Options to the Lead Manager (or its nominee(s)) in relation to its engagement as Lead Manager of the Placement.

Details of the Lead Manager Mandate are set out in Section 1.

4.2 ASX Listing Rule 7.1

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

4.3 Effect of the Resolution

If Resolution 4 is passed, then the Company will be able to proceed with the issue of Fee Options to the Lead Manager (or its nominee(s)) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using up any part of the Company's Placement Capacity under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Company will need to agree alternative form of compensation to the Lead Manager, for example, cash payments based on an independent option valuation.

4.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

4.5 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Options will be issued to the Lead Manager (or its nominee(s)) (including the Co-Managers);
- (b) the maximum number of Options to be issued is 35,000,000 Options;
- (c) the Options will be issued on the terms and conditions set out in Schedule 1;
- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all the Options will occur on the same date;
- (e) the Options will be issued for nominal cash consideration of \$0.00001 each, raising a total of \$350 which will be applied towards working capital;
- (f) the purpose of the issue of the Options is as part of the compensation payable to the Lead Manager for the services provided under the Lead Manager Mandate; and
- (g) the Options are being issued pursuant to the Lead Manager Mandate which is summarised at Section 1.

5. Resolution 5 – Issue of Fee Options – Key Brokers

5.1 General

Resolution 5 seeks Shareholder approval to issue Fee Options to key brokers who are AFSL holders that assisted the Lead Manager and Co-Managers in placing securities under the Placement (the **Key Brokers**) (or their respective nominee(s)).

The remuneration of the Key Brokers will consist of the issue of a total of 25,000,000 Fee Options on the terms and conditions set out in Schedule 1.

5.2 ASX Listing Rule 7.1

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

5.3 Effect of the Resolution

If Resolution 5 is passed, then the Company will be able to proceed with the issue of Options to the Key Brokers (or their respective nominee(s)) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using up any part of the Company's Placement Capacity under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will need to agree alternative form of compensation to the Key Brokers, for example, cash payments based on an independent Option valuation.

5.4 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

5.5 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Options will be issued to the Key Brokers (or their respective nominee(s)), none of whom is a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under ASX Listing Rule 10.11. Further, none of the allottees will be a person whose identity would be deemed to be material in terms of the criteria in ASX Listing Rules Guidance Note 21 (being members of Key Management Personnel, Company advisers, substantial shareholders, or associates of any of these parties, who were issued a number of shares equal to or greater than 1% of the Company's issued capital at the time;
- (b) the maximum number of Options to be issued is 25,000,000 Options;
- (c) the Options will be issued on the terms and conditions set out in Schedule 1;
- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all the Options will occur on the same date;
- (e) the Options will be issued for nominal cash consideration of \$0.00001 each, raising a total of \$250 which will be applied towards working capital;
- (f) the purpose of the issue of the Options is as compensation payable to the Key Brokers for the services provided assisting the Lead Manager and Co-Managers carrying out the Placement; and
- (g) the issue of the Fee Options to the Key Brokers was provided for under the Lead Manager Mandate; there is no separate written agreement with any of the Key Brokers.

Glossary

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Fin Resources Limited (ACN 009 121 644).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Fee Options means the Options the subject of Resolutions 4 and 5 on the terms and conditions set out in Schedule 1.

General Meeting or **Meeting** means the meeting convened by 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, a member of Key Management Personnel, a substantial holder of the Company, an adviser of the Company or an associate of any of those parties.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

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.

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.

Schedule 1 Terms and conditions of Fee Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.0175 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on that date that is three (3) years after the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on and from the date of issue until the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Options certificate (**Notice of Exercise**) 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.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Following the Exercise Date and within the time period specified by the Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise; and
- (ii) 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.

Also, if required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**), or, if the Company is unable to issue a Cleansing 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. If a Cleansing Notice 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.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in Exercise Price or number of underlying securities**

Subject to paragraph (i), an Option does not confer a right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

An Option is transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



Fin Resources
Fin Resources Limited
ABN 25 009 121 644

FIN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Perth time) on Sunday, 29 March 2026**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
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 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Fin Resources Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Fin Resources Limited to be held at Level 1, 35 Richardson Street, West Perth WA 6005 on Tuesday, 31 March 2026 at 9:00am (Perth time) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Ratification of a prior issue – Placement – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of a prior issue – Placement – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Shares – Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Options – Lead Manager	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Options – Brokers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

