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

Notice is given that the Meeting will be held at:

TIME: 10.00 am (WST)

DATE: 24 November 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 11:00am on 22 November 2025.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

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

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

3. RESOLUTION 2 – ELECTION OF SCOTT WILLIAMSON

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

"That, for the purpose of clause 15.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Scott Williamson, a Director who was appointed casually on 31 March 2025 retires, and being eligible, is elected as a Director."

4. RESOLUTION 3 – RE-ELECTION OF KRISTIE YOUNG

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

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Kristie Young, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

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

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

6. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO KRISTIE YOUNG IN LIEU OF OUTSTANDING DIRECTOR FEES

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 225,000 Shares to Ms Kristie Young (or her nominees) in satisfaction of directors' fees, on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO SCOTT WILLIAMSON IN LIEU OF OUTSTANDING DIRECTOR FEES

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 225,000 Shares to Mr Scott Williamson (or his nominees) in satisfaction directors' fees, on the terms and conditions set out in the Explanatory Statement."

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO WARRICK CLENT

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 300,000 Shares to Warrick Clent (or his nominees) in accordance with his consultancy agreement on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Securities Incentive Plan and for the issue of a maximum of 10,000,000 securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

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

"That, for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 37 for a period of three years from the date of approval of this Resolution."

11. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO RBH

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 220,121 Shares to RBH on the terms and conditions set out in the Explanatory Statement."

Dated: 14 October 2025

Voting Prohibition Statements

Resolution 1 – Adoption of Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Resolution 5 – Approval to issue Shares to Kristie Young in lieu of Director fees	<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 (Resolution 5 Excluded Party). 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"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <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"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 6 - Approval to issue Shares to Scott Williamson in lieu of Director fees	<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 (Resolution 6 Excluded Party). 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"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <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"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 8 - Adoption of Employee Securities Incentive Plan	<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"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusion Statements

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

Resolution 5 - Approval to issue Shares to Kristie Young in lieu of Director fees	Kristie Young (or her nominees) 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 shares in the Company) or an associate of that person or those persons.
Resolution 6 - Approval to issue Shares to Scott Williamson in lieu of fees	Scott Williamson (or his nominees) 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 shares in the Company) or an associate of that person or those persons.
Resolution 7 – Ratification of prior issue of Shares to Warrick Clent	Warrick Clent (or his nominees) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 8 – Adoption of Employee Securities Incentive Plan	A person who is eligible to participate in the employee incentive scheme or an associate of that person or those persons.
Resolution 10 – Ratification of prior issue of Shares to RBH	RBH or any other person who participated in the issue or an associate of that person or those persons.

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

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

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

The Company is currently conducting a consolidation of its issued capital (as announced on 5 September 2025 (**Consolidation**)). All figures within this Notice are stated on a post-Consolidation basis.

1. FINANCIAL STATEMENTS AND REPORTS

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

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.corazon.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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

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

2.2 Voting consequences

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

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – ELECTION OF SCOTT WILLIAMSON

3.1 General

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

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Scott Williamson, having been appointed by other Directors on 31 March 2025 in accordance with the Constitution, will retire in accordance with the Constitution and Listing Rule 14.4 and being eligible, seeks election from Shareholders.

Further information in relation to Scott Williamson is set out below.

Qualifications, experience and other material directorships	Scott Williamson, is a highly experienced Mining Engineer with a Commerce degree from the West Australian School of Mines and Curtin University. With more than 20 years of experience spanning technical and corporate roles in the mining and finance sectors, he brings a wealth of industry expertise and strategic insight. A proven leader in business development, Scott has extensive experience in equity capital markets, complementing his strong technical skill set. Currently, he serves as Managing Director of Blackstone Minerals and Non-Executive Director of Leeuwin Metals. Scott also holds a WA First Class Mine Manager's Certificate and is a member of the Australasian Institute of Mining and Metallurgy.
Term of office	Scott Williamson has served as a Director since 31 March 2025.
Independence	If re-elected, the Board does not consider that Scott Williamson will be an independent Director.
Other material information	The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Scott Williamson.
Board recommendation	Having received an acknowledgement from Scott Williamson that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Scott Williamson since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Scott Williamson) recommend that Shareholders vote in favour of this Resolution.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, Scott Williamson will be elected to the Board as a non-executive Director.

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

4. RESOLUTION 3 – RE-ELECTION OF KRISTIE YOUNG

4.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Kristie Young, who has held office without re-election since 17 November 2023 and being eligible retires by rotation and seeks re-election.

Further information in relation to Kristie Young is set out below.

Qualifications, experience and other material directorships	<p>Kristie Young has a unique background developed over +25 years across mining engineering, business development, project evaluation, marketing, strategy, growth, corporate governance and ESG.</p> <p>Prior to her Non-Executive Director portfolio career, she held senior growth and Business Development Director roles with leading professional services firms PwC and EY. As a mining engineer she worked with Mt Isa Mines, Plutonic Gold, Hammersley Iron, Gunpowder Copper, New Hampton Goldfields and Surpac.</p> <p>Kristie Young holds a Bachelor of Engineering (Mining) Hons UQ 1995, Post Graduate Diploma of Education (Maths, IT) UWA 2001, Cert IV Human Resources 2014, is a Fellow and Graduate of the AICD 2015 and is a Fellow of the AusIMM.</p>
Term of office	Kristie Young has served as a Director since 1 September 2023 and was last re-elected on 17 November 2023.
Independence	If re-elected, the Board considers that Kristie Young will be an independent Director.
Board recommendation	Having received an acknowledgement from Kristie Young that they will have sufficient time to fulfil their responsibilities as a Director and having reviewed the performance of Kristie Young since their appointment to the Board and the skills, knowledge, experience and capabilities required by the Board, the Directors (other than Kristie Young) recommend that Shareholders vote in favour of this Resolution.

4.2 Technical information required by Listing Rule 14.1A

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

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

5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

5.1 General

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

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

Under Listing Rule 7.1A, an Eligible Entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**). An Eligible Entity means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. As the Company has a market capitalisation of \$12,553,006 as at 14 October 2025, the Company is an Eligible Entity.

5.2 Technical information required by Listing Rule 14.1A

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

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

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

5.3 Technical information required by Listing Rule 7.3A

REQUIRED INFORMATION	DETAILS
Period for which the 7.1A Mandate is valid	<p>The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of this Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).
Minimum price	<p>Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued for cash consideration at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Use of funds	<p>The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:</p> <ul style="list-style-type: none"> (a) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition); (b) exploration on the Company's projects including exploration for new deposits, geophysics, geochemistry and drilling, advancement of resources and/or identification of resources, metallurgical and mining studies and ongoing project administration; and (c) the development of the Company's current business and general working capital.
Risk of economic and voting dilution	<p>Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.</p> <p>If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.</p> <p>The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares on 14 October 2025 and the number of Equity Securities on issue as at 14 October 2025.</p> <p>The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.</p>

REQUIRED INFORMATION		DETAILS					
		DILUTION					
		Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)	Shares issued – 10% voting dilution	Issue Price			
				\$0.125	\$0.250	\$0.375	
				50% decrease	Issue Price	50% increase	
				Funds Raised			
		Current	50,212,023 Shares	5,021,202 Shares	\$627,650	\$1,255,300	\$1,882,950
		50% increase	75,318,035 Shares	7,531,803 Shares	\$941,475	\$1,882,950	\$2,824,426
		100% increase	100,424,046 Shares	10,042,404 Shares	\$1,255,300	\$2,510,601	\$3,765,901
*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.							
The table above uses the following assumptions:							
<div><div>1.</div><div>There are currently 50,212,023 Shares on issue at the date of this Notice. This table does not include the effect of any proposed issue outlined in this Notice.</div></div> <div><div>2.</div><div>The issue price set out above is the closing market price of the Shares on the ASX on 14 October 2025 (being \$0.25 (Issue Price)). The Issue Price at a 50% increase and 50% decrease are each rounded to three decimal places prior to the calculation of the funds raised.</div></div> <div><div>3.</div><div>The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.</div></div> <div><div>4.</div><div>The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.</div></div> <div><div>5.</div><div>The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.</div></div> <div><div>6.</div><div>The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</div></div> <div><div>7.</div><div>This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.</div></div> <div><div>8.</div><div>The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.</div></div> <div><div>9.</div><div>The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.</div></div>							
Shareholders should note that there is a risk that:							
<div><div>(a)</div><div>the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and</div></div> <div><div>(b)</div><div>the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.</div></div>							

REQUIRED INFORMATION	DETAILS
Allocation policy under 7.1A Mandate	<p>The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.</p> <p>The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:</p> <ul style="list-style-type: none"> (a) the purpose of the issue; (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate; (c) the effect of the issue of the Equity Securities on the control of the Company; (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; (e) prevailing market conditions; and (f) advice from corporate, financial and broking advisers (if applicable).
Previous approval under Listing Rule 7.1A.2	<p>The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 12 November 2024 (Previous Approval).</p> <p>During the 12 month period preceding the date of the Meeting, being on and from 24 November 2024, the Company has not issued any Equity Securities pursuant to the Previous Approval.</p>
Voting exclusion statement	<p>As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.</p>

6. RESOLUTIONS 5 AND 6 - APPROVAL TO ISSUE OF SHARES TO RELATED PARTIES IN LIEU OF OUTSTANDING DIRECTORS' FEES

6.1 General

Resolutions 5 and 6 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 450,000 Shares to Kristie Young and Scott Williamson (or their nominees) at a deemed issue price of \$0.10 per Share, in lieu of directors' fees payable to the Directors for the period from 1 April 2025 to 30 September 2025 on the terms and conditions set out below.

RECIPIENT	RESOLUTION	DIRECTOR'S FEE / SALARY		SHARES
		\$	ACCRUAL PERIOD	
Kristie Young	5	\$22,500	1 April 2025 to 30 September 2025	225,000
Scott Williamson	6	\$22,500	1 April 2025 to 30 September 2025	225,000
Total		\$45,000		450,000

6.2 Director Recommendation

Simon Coyle recommends that Shareholders vote in favour of these Resolutions to enable the Company to conserve cash reserves by settling the Directors fees for the period outlined above through the issue of Shares.

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

6.3 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 Shares are proposed to be issued to all of the Directors other than Simon Coyle, 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.

6.4 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 shares to:

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

unless it obtains the approval of its shareholders.

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

6.5 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. Additionally, the Company will be required to find alternative ways of remunerating the Directors, including using the Company's cash reserves.

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

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	The proposed recipients of the Shares are set out in Section 6.1 above.

REQUIRED INFORMATION	DETAILS												
Categorisation under Listing Rule 10.11	<p>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.</p> <p>Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>												
Number of Shares and class to be issued	The maximum number of Shares to be issued (being the nature of the financial benefit proposed to be given) and the allocation between the recipients is set out in the table included at Section 6.1 above.												
Terms of Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.												
Date(s) on or by which the Shares will be issued	The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).												
Price or other consideration the Company will receive for the Shares	The Shares will be issued at a deemed issue price of \$0.10 per Share in lieu of directors' fees as outlined in Section 6.1 above. The Company will not receive any consideration for the issue.												
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued director's fees owed to the recipients for the periods outlined in Section 6.1 above.												
Consideration of type and quantum of Security to be issued	<p>The deemed issue price of the Shares was determined based on the issue price of Shares under the Company's most recent capital raising. The quantum of Shares to be offered was calculated by dividing the directors' fees payable over the relevant period by the deemed issue price.</p> <p>It is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on 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 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024</th></tr><tr><td>Kristie Young</td><td>45,821¹</td><td>45,821²</td><td>\$38,013³</td></tr><tr><td>Scott Williamson</td><td>45,821⁴</td><td>11,250⁵</td><td>Nil</td></tr></table> <p>Notes:</p> <p>1. Comprising Directors' fees of \$31,027, a superannuation payment of \$3,544 and Share-based payments of \$11,250.</p> <p>2. Comprising Directors' fees of \$31,027, a superannuation payment of \$3,544 and Share-based payments of \$11,250.</p> <p>3. Comprising Directors' fees of \$34,247 and a superannuation payment of \$3,767.</p> <p>4. Comprising Directors' fees of \$31,027, a superannuation payment of \$3,544 and Share-based payments of \$11,250.</p> <p>5. Comprising Share-based payments of \$11,250. Mr Williamson was appointed on 31 March 2025.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024	Kristie Young	45,821 ¹	45,821 ²	\$38,013 ³	Scott Williamson	45,821 ⁴	11,250 ⁵	Nil
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2024										
Kristie Young	45,821 ¹	45,821 ²	\$38,013 ³										
Scott Williamson	45,821 ⁴	11,250 ⁵	Nil										

REQUIRED INFORMATION	DETAILS																								
Valuation	<p>The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.10 per Share (being the deemed issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued under the Company's most recent capital raising).</p> <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Kristie Young</td><td>225,000</td><td>\$22,500</td></tr><tr><td>Scott Williamson</td><td>225,000</td><td>\$22,500</td></tr></table>	RECIPIENT	SHARES	VALUE	Kristie Young	225,000	\$22,500	Scott Williamson	225,000	\$22,500															
RECIPIENT	SHARES	VALUE																							
Kristie Young	225,000	\$22,500																							
Scott Williamson	225,000	\$22,500																							
Interest in Shares	<p>The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Kristie Young</td><td>19,580</td><td>2,000,000</td><td>0.04%</td><td>2.18%</td></tr><tr><td>Scott Williamson</td><td>400,000</td><td>2,000,000</td><td>0.80%</td><td>2.59%</td></tr></table> <p>Post issue</p> <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th></tr><tr><td>Kristie Young</td><td>244,580</td><td>2,000,000</td></tr><tr><td>Scott Williamson</td><td>625,000</td><td>2,000,000</td></tr></table> <p>Notes:</p> <ol style="list-style-type: none">Fully paid ordinary shares in the capital of the Company (ASX: CZN).Zero exercise price unquoted Options expiring on or before the date that is 5 years from the date of issue.	RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED	Kristie Young	19,580	2,000,000	0.04%	2.18%	Scott Williamson	400,000	2,000,000	0.80%	2.59%	RECIPIENT	SHARES ¹	OPTIONS	Kristie Young	244,580	2,000,000	Scott Williamson	625,000	2,000,000
RECIPIENT	SHARES ¹	OPTIONS	UNDILUTED	FULLY DILUTED																					
Kristie Young	19,580	2,000,000	0.04%	2.18%																					
Scott Williamson	400,000	2,000,000	0.80%	2.59%																					
RECIPIENT	SHARES ¹	OPTIONS																							
Kristie Young	244,580	2,000,000																							
Scott Williamson	625,000	2,000,000																							
Dilution	<p>If the Shares the subject of these Resolutions are issued, they will increase the number of Shares on issue from 50,212,023 (being the total number of Shares on issue as at the date of this Notice) to 50,662,023 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.888%, comprising 0.444% by Kristie Young and 0.444% by Scott Williamson.</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>\$0.30 (stated on a post-Consolidation basis)</td><td>Various dates between 8 October 2024 and 8 November 2024</td></tr><tr><td>Lowest</td><td>\$0.05 (stated on a post-Consolidation basis)</td><td>27 May 2025 and 26 June 2025</td></tr><tr><td>Last</td><td>\$0.25</td><td>13 October 2025</td></tr></table>		PRICE	DATE	Highest	\$0.30 (stated on a post-Consolidation basis)	Various dates between 8 October 2024 and 8 November 2024	Lowest	\$0.05 (stated on a post-Consolidation basis)	27 May 2025 and 26 June 2025	Last	\$0.25	13 October 2025												
	PRICE	DATE																							
Highest	\$0.30 (stated on a post-Consolidation basis)	Various dates between 8 October 2024 and 8 November 2024																							
Lowest	\$0.05 (stated on a post-Consolidation basis)	27 May 2025 and 26 June 2025																							
Last	\$0.25	13 October 2025																							
Other information	<p>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.</p>																								
Voting exclusion statements	<p>Voting exclusion statements apply to these Resolutions.</p>																								
Voting prohibition statements	<p>Voting prohibition statements apply to these Resolutions.</p>																								

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO WARRICK CLENT

7.1 General

On 4 August 2025, the Company entered into an agreement with Warrick Clent for the provision of competent person and geology services over a three-month period (**Consultancy Agreement**). In consideration for the provision of these services, the Company agreed to issue Mr Clent (or his nominee) 300,000 Shares. The Consultancy Agreement is otherwise on terms considered standard for an agreement of its nature.

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of Shares outlined above.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

7.3 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.

7.4 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.

7.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Warrick James Clent <McClents Family A/C>.
Number and class of Securities issued	300,000 Shares were issued.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	14 October 2025
Price or other consideration the Company received for the Securities	The Shares were issued at a deemed issue price of \$0.10, in consideration for competent person and geology services

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

8. RESOLUTION 8 – ADOPTION OF EMPLOYEE INCENTIVE SECURITIES PLAN

8.1 General

This Resolution seeks Shareholder approval for purposes of Listing Rule 7.2 (Exception 13(b)) for the issue of a maximum of 10,000,000 securities under the employee incentive scheme titled "Employee Incentive Securities Plan" (**Plan**).

The objective of the Plan is to attract, motivate and retain key employees, contractors and other persons who provide services to the Company, and the Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide these parties with the opportunity to participate in the future growth of the Company.

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

8.2 Technical Information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to issue securities under the Plan to eligible participants over a period of 3 years. The issue of any securities to eligible participants under the Plan (up to the maximum number of securities stated in Section 8.3 below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the securities.

8.3 Technical information required by Listing Rule 7.2 (Exception 13)

REQUIRED INFORMATION	DETAILS
Terms of the Plan	A summary of the material terms and conditions of the Plan is set out in Schedule 1.

REQUIRED INFORMATION	DETAILS
Number of Securities previously issued under the Plan	The Company has not issued any securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.
Maximum number of Securities proposed to be issued under the Plan	<p>The maximum number of securities proposed to be issued under the Plan in reliance on to Listing Rule 7.2 (Exception 13), following Shareholder approval, is 10,000,000 securities. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.</p> <p>The Company may also seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.</p>
Voting exclusion statement	A voting exclusion statement applies to this Resolution.
Voting prohibition statement	A voting prohibition statement applies to this Resolution.

9. RESOLUTION 9 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

9.1 General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, an entity may include a provision in its constitution whereby a proportional takeover bid for shares may only proceed after the bid has been approved by a meeting of shareholders held in accordance with the terms set out in the Corporations Act.

In accordance with section 648G(1) of the Corporations Act, such clause will cease to apply at the end of three years from the incorporation of the Company, insertion of the clause or renewal of the clause (as appropriate) unless otherwise specified. When this clause ceases to apply, the constitution will be modified by omitting the clause.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e., by special resolution of shareholders).

The Company's constitution (including the proportional takeover provisions set out in clause 37) was adopted 25 November 2022. Accordingly, the proportional takeover provisions included in the Constitution apply until 25 November 2025 unless sooner omitted or renewed.

This Resolution is a special resolution which will enable the Company to modify its Constitution by renewing clause 37 for a period of three years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 37.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to three years on each occasion.

A copy of the Constitution was released to ASX on 28 November 2022 and is available for download from the Company's ASX announcements platform.

9.2 Technical information required by section 648G(5) of the Corporations Act

Overview	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.</p> <p>Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.</p>
-----------------	---

	This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.
Effect of proposed proportional takeover provisions	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a Resolution to approve the proportional off-market bid is passed.
Reasons for proportional takeover provisions	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.
Knowledge of any acquisition proposals	As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.
Potential advantages and disadvantages of proportional takeover provisions	<p>The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.</p> <p>The potential advantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed; (b) assisting in preventing Shareholders from being locked in as a minority; (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid. <p>The potential disadvantages of the proportional takeover provisions for Shareholders include:</p> <ul style="list-style-type: none"> (a) proportional takeover bids may be discouraged; (b) lost opportunity to sell a portion of their Shares at a premium; and (c) the likelihood of a proportional takeover bid succeeding may be reduced.
Recommendation of the Board	The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of this Resolution.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF SHARES TO RBH

10.1 General

This Resolution seeks Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of 220,121 Shares to RBH Mining Pty Ltd (**RBH**) on 14 October 2025 in partial satisfaction of the payment of the option fee under the binding heads of agreement in respect of the grant of an option over the Feather Cap Gold Project (**Project**) located in Western Australia.

As announced on 8 October 2025, the Company has entered into a binding heads of agreement with RBH pursuant to which it has been granted the sole and exclusive option to acquire an 80% interest in the Project (which comprises of tenements E52/4204, E52/4302, E52/4303, E52/4330 and M52/760 and associated mining information) (**Option**).

A summary of the material terms and conditions of the heads of agreement is set out below.

Option	<p>RBH agrees to grant Fast Greens Pty Ltd (ACN 691 544 591) (CZN Subsidiary), a wholly owned subsidiary of Corazon, the Option on the terms and conditions set out below.</p> <p>The mineral rights in respect of iron ore and manganese (Excluded Mineral Rights) will be retained by RBH and will not form part of the transaction. The CZN Subsidiary must not exercise any mineral rights in a manner which materially interferes with the exercise of the Excluded Mineral Rights.</p> <p>Subject to the satisfaction (or waiver) of the conditions precedent (as outlined below), the CZN Subsidiary may exercise the Option (at its sole discretion) at any time between the date of execution of the HoA and the date that is 12 months from the date of execution of the HoA (Option Period). If the Option is not exercised during the Option Period, the Option will lapse.</p>
Option Fee	<p>Subject to, and in consideration for, the valid grant of the Option CZN must pay/issue to RBH (or its nominee):</p> <p>(a) A\$50,000 in available funds; and</p> <p>(b) A\$50,000 worth of Shares at a deemed issue price equal to the volume weighted average price of Shares calculated over the 20 trading days on which the Shares have actually traded prior to the date of issue of the Shares,</p> <p>(together, the Option Fee) on or before 14 October 2025. The Option Fee is non-refundable.</p> <p>The Company issued 220,121 Shares on 14 October 2025 in satisfaction of its obligations under paragraph (b) above. This Resolution seeks Shareholder ratification in respect of that issue.</p>
Obligations of CZN Subsidiary during the Option Period	<p>During the Option Period, the CZN Subsidiary agrees to expend no less than \$250,000 in aggregate on the tenements on in ground expenditure (Expenditure Commitment).</p>
Consideration	<p>Subject to the valid exercise of the Option, CZN must:</p> <p>(a) make a payment of \$600,000 to RBH (Upfront Consideration Payment) on the date of exercise of the Option (Joint Venture Commencement Date); and</p> <p>(b) makes a payment of \$1,000,000 to RBH (Deferred Consideration Payment) on or before the date that is four years from the Joint Venture Commencement Date.</p> <p>The payments outlined above may be satisfied at the sole election of RBH through:</p> <p>(a) a cash payment in immediately available funds to a bank account nominated by RBH; and/or</p> <p>(b) subject to the Company obtaining Shareholder approval, the issue of Shares to RBH (or its nominees), with each Share having a deemed issue price equal to the volume weighted average price of Shares calculated over the 20 trading days on which the Shares have actually traded prior to the date of issue of the Shares.</p>
Conditions Precedent	<p>The exercise of the Option, is subject to and conditional upon the satisfaction (or waiver) of the various conditions precedent prior to the expiry of the Option Period, including the CZN Subsidiary satisfying the Expenditure Commitment, Shareholder approval being obtained for the issue of any Shares in satisfaction of the Upfront Consideration Payment, the parties obtaining any necessary regulatory and third party approvals and the parties entering into any required deeds of assignment and assumption</p>

	to effect the acquisition. All conditions (other than the condition relating to the satisfaction of the Expenditure Commitment) are for the benefit of both RBH and CZN and may only be waived by notice in writing signed by both parties. If the conditions are not satisfied or waived by the end of the Option Period, then any party may terminate the HoA.
Free Carried Period	<p>(a) On the Joint Venture Commencement Date, a joint venture will be formed, with the CZN Subsidiary holding an 80% participating interest and RBH holding the remaining 20 % participating interest.</p> <p>(b) RBH will be free carried from the Joint Venture Commencement Date to the earlier to occur on the date a FID is made by the CZN Subsidiary and the date the CZN Subsidiary withdraws from the joint venture (Free Carried Period).</p> <p>(c) During the Free Carried Period, the CZN Subsidiary must expend a minimum of \$250,000 per annum in aggregate on expenditure on the tenements.</p> <p>(d) Upon the CZN Subsidiary making a FID, RBH will be deemed to have withdrawn from the joint venture and the HoA and must surrender and transfer its participating interest to the CZN Subsidiary in exchange for a 3.5% net smelter return royalty in respect of any minerals (other than iron ore and manganese) extracted from the area within the boundaries of the tenements (the Royalty).</p>
Withdrawal	<p>(a) CZN and the CZN Subsidiary (in their sole and absolute discretion) may withdraw from the HoA (including its obligations to satisfy (or procure the satisfaction of) the Deferred Consideration Payment) by giving five Business Days' notice in writing to RBH.</p> <p>(b) If the CZN Subsidiary has not paid the Deferred Consideration Payment on or before the date that is four years from the Joint Venture Commencement Date, CZN and the CZN Subsidiary will be deemed to have withdrawn from the HoA on the date that is four years and one day after the Joint Venture Commencement Date.</p> <p>(c) Upon withdrawal, the CZN Subsidiary it must transfer all of its right, title and interest in the tenements and associated mining information to RBH for the sum of \$1.00. The tenements must be returned in good standing. All deposits which have been paid by the CZN Subsidiary in respect of the project assets will be retained by RBH.</p>
Other Terms	The HoA otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, confidentiality provisions and mutual rights of pre-emption).

Further information in relation to the Project is set out in the ASX announcement released on 8 October 2025.

10.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.1 above.

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

10.3 Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 7.3 above.

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

10.4 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.

10.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	RBH
Number and class of Securities issued	220,121 Shares.
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued.	14 October 2025.
Price or other consideration the Company received for the Securities	The Shares were issued for nil cash consideration, at a deemed issue price equal to the volume weighted average price of Shares calculated over the 20 trading days on which the Shares have actually traded prior to the date of issue of the Shares.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue was to partially satisfy the Company's obligations with respect to the payment of the Option Fee under the heads of agreement with RBH.
Summary of material terms of agreement to issue	The Shares were issued under the heads of agreement between the Company and RBH, a summary of the material terms of which is set out in Section 10.1 above.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 5.1.

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

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

Constitution means the Company's constitution.

Consolidation means the consolidation of the Company's issued capital, which was effective on 6 October 2025.

Consultancy Agreement has the meaning given in Section 7.1.

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

Directors means the current directors of the Company.

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

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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.

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

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

Section means a section of the Explanatory Statement.

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

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

Shareholder means a registered holder of a Share.

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

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

SCHEDULE 1 – TERMS AND CONDITIONS OF THE COMPANY'S EMPLOYEE INCENTIVE SECURITIES PLAN

A summary of the material terms of the Company's Employee Securities Incentive Plan (**Plan**) is set out below. Schedule 1

Eligible Participant	Eligible Participant means a person that is a 'primary participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company or an Associated Body Corporate (as defined in the Corporations Act) and has been determined by the Board to be eligible to participate in the Plan from time to time.
Purpose	The purpose of the Plan is to: <ul style="list-style-type: none"> (a) assist in the reward, retention and motivation of Eligible Participants; (b) link the reward of Eligible Participants to Shareholder value creation; and (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares, Options, Performance Rights or other Convertible Securities (Securities).
Maximum number of Convertible Securities	The Company will ensure that any invitations under the Plan which are made within Australia and involve monetary consideration comply with the Corporations Act (as modified by any applicable ASIC instruments). The maximum number of equity securities proposed to be issued under the Plan in reliance on Listing Rule 7.2 (Exception 13(b)), following Shareholder approval, is 10,000,000 Securities. It is not envisaged that the maximum number of Securities will be issued immediately.
Plan administration	The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion (except to the extent that it prevents the Participant relying on the deferred tax concessions under Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth)). The Board may delegate its powers and discretion.
Eligibility, invitation and application	<p>The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for any (or any combination of) the Securities provided under the Plan on such terms and conditions as the Board decides.</p> <p>On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.</p> <p>If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.</p>
Grant of Securities	The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number and type of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
Rights attaching to Convertible Securities	<p>A Convertible Security represents a right to acquire one or more Plan Shares in accordance with the Plan (for example, an Option or a Performance Right).</p> <p>Prior to a Convertible Security being exercised, the holder:</p> <ul style="list-style-type: none"> (a) does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than as expressly set out in the Plan; (b) is not entitled to receive notice of, vote at or attend a meeting of the shareholders of the Company; (c) is not entitled to receive any dividends declared by the Company; and (d) is not entitled to participate in any new issue of Shares (see Adjustment of Convertible Securities section below).

Restrictions on dealing with Convertible Securities	<p>Convertible Securities issued under the Plan cannot be sold, assigned, transferred, have a security interest granted over or otherwise dealt with unless in Special Circumstances as defined under the Plan (including in the case of death or total or permanent disability of the holder) with the consent of the Board in which case the Convertible Securities may be exercisable on terms determined by the Board.</p> <p>A holder must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.</p>
Vesting of Convertible Securities	<p>Any vesting conditions applicable to the Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that security will lapse.</p>
Forfeiture of Convertible Securities	<p>Convertible Securities will be forfeited in the following circumstances:</p> <ul style="list-style-type: none"> (a) other than in the circumstances described in paragraph(b) and subject to the Corporations Act and the Listing Rules, where a Participant who holds Convertible Securities ceases to be an Eligible Participant (e.g. is no longer employed or their office or engagement is discontinued with the Company and any Associated Bodies Corporate (as defined in the Corporations Act) (a Leaver) all unvested Convertible Securities will remain on foot and vest in the ordinary course as though the Participant was not a Leaver, subject to the Board's overriding discretion to determine an alternate treatment; (b) in the case of unvested Convertible Securities only, where a Participant acts fraudulently, dishonestly, negligently, in contravention of any Group policy or wilfully breaches their duties to the Group; (c) where there is a failure to satisfy the vesting conditions in accordance with the Plan; (d) on the date the Participant becomes insolvent; or (e) on the Expiry Date, <p>subject to the discretion of the Board.</p>
Listing of Convertible Securities	<p>Convertible Securities granted under the Plan will not be quoted on the ASX or any other recognised exchange. The Board reserves the right in its absolute discretion to apply for quotation of Convertible Securities granted under the Plan on the ASX or any other recognised exchange.</p>
Exercise of Convertible Securities and cashless exercise	<p>To exercise a security, the Participant must deliver a signed notice of exercise (Exercise Notice) and, subject to a cashless exercise (see next paragraph below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Securities (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.</p> <p>In the case of Options, subject to the Board's approval, in lieu of paying the aggregate exercise price specified in the Exercise Notice, the Participant may elect a cashless exercise (Cashless Exercise) whereby the Board will issue to the Participant that number of Shares (rounded down to the nearest whole number) calculated in accordance with the following formula:</p> $S = O * \frac{(MVS - EP)}{MVS}$ <p>Where:</p> <ul style="list-style-type: none"> S = number of Shares to be issued on the exercise of the Options. O = number of Options being exercised. MVS = market value of Shares, being the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding the date of exercise, unless otherwise specified in an Invitation. EP = Exercise Price of the Options.

	<p>For the avoidance of doubt, if the sum of the above calculation is zero or negative, then the holder will not be entitled to use Cashless Exercise.</p> <p>Convertible Securities may not be exercised unless and until that security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.</p>
Timing of issue of Shares and quotation of Shares on exercise	<p>Within five business days after the issue of a valid notice of exercise by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.</p>
Restriction periods and restrictions on transfer of Shares on exercise	<p>If the invitation provides that any Shares issued upon the valid exercise of a Convertible Security are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.</p> <p>Additionally, Shares issued on exercise of the Convertible Securities are subject to the following restrictions:</p> <ul style="list-style-type: none"> (a) if the Company is required but is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Convertible Securities may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act; (b) all Shares issued on exercise of the Convertible Securities are subject to restrictions imposed by applicable law on dealing in Shares by persons who possess material information likely to affect the value of the Shares and which is not generally available; and (c) all Shares issued on exercise of the Convertible Securities are subject to the terms of the Company's Securities Trading Policy.
Rights attaching to Shares on exercise	<p>All Shares issued upon exercise of Convertible Securities will rank equally in all respects with the then Shares of the Company.</p>
Change of control	<p>If a change of control event occurs (being an event which results in any person (either alone or together with associates) owning more than 50% of the Company's issued capital), unvested Convertible Securities will vest unless the Board determines in its discretion otherwise. The Board's discretion in determining the treatment of any unvested Convertible Securities on a change of control event is limited to vesting or varying any vesting conditions in respect to the Convertible Securities and does not include a discretion to lapse or forfeit unvested Convertible Securities for less than fair value.</p>
Participation in entitlements and bonus issues	<p>Subject always to the rights under the following two paragraphs, Participants will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.</p>
Adjustment for bonus issue	<p>If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the Participant is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.</p>
Reorganisation	<p>If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.</p>
Amendment of Plan	<p>Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.</p> <p>No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose</p>

	of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
Plan duration	<p>The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.</p> <p>If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.</p>
Income Tax Assessment Act	The Plan is a plan to which Subdivision 83A-C of the <i>Income Tax Assessment Act 1997</i> (Cth) applies (subject to the conditions in that Act) except to the extent an invitation provides otherwise.
Withholding	Notwithstanding any other provision of these Plan, and without limiting the amounts which may be deducted or withheld under applicable laws, if a member of the Group, a trustee or the Plan administrator is obliged, or reasonably believes that it may have an obligation to account for any tax, or any superannuation amounts (or equivalent social security contributions, if applicable) in respect of a Participant (Withholding Amount), then that Group company, trustee or Plan administrator (as applicable) is entitled to withhold or be reimbursed by the Participant for the Withholding Amount payable or paid.