Alita Resources Limited

ACN 147 393 735

Notice of Annual General Meeting, Explanatory Statement and Proxy Form

Notice is given that the 2026 annual general meeting will be held at:

Time: 10:00am (SGT)

Date: Friday, 18 September 2026

Place: Meeting Room 304, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593

and

Virtually through a webinar conferencing facility.

https://events.teams.microsoft.com/event/c7319bf7-a0b0-42ba-8afe-75ab6be8bbf7@adbc619c-e9c6-4779-809e-528d3867cde3?

Kindly note that **online voting will not be provided**.

This Notice contains important information and requires your immediate attention. Please read this Notice carefully and in its entirety. If you do not understand this Notice or are in anyway in doubt about the action you should take, please consult your professional advisers.

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

Should you wish to discuss the matters in this Notice, please do not hesitate to contact the Company Secretaries, Timothy Barker on +61 08 9389 3100 or tim@azc.com.au and Winton Willesee on +61 08 9389 3100 or winton@azc.com.au.

IMPORTANT INFORMATION

Contents

Important Dates

Event	Date
Last day for receipt of Proxy Forms	10:00am (SGT) on Wednesday, 16 September 2026
Snapshot date for eligibility to vote	
Registered Shareholders	4:00pm (SGT) on Wednesday, 16 September 2026
Shares of the Company entered in the Depository Register Held by CDP	10:00am (SGT) on Tuesday, 15 September 2026
Annual General Meeting	10:00am (SGT) on Friday, 18 September 2026

No investment advice

The information contained in this Notice and Explanatory Statement does not constitute financial product advice and has been prepared without reference to your particular financial or investment objectives, financial situation, taxation positions and needs.

It is important that you read this Notice and Explanatory Statement in its entirety before making any decision on how to vote on the Resolutions.

If you do not understand this Notice or are in anyway in doubt about the action you should take, please consult your professional advisers.

Defined terms and glossary

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

Enquiries

Shareholders are requested to contact Company Secretaries, Timothy Barker on +61 08 9389 3100 or tim@azc.com.au and Winton Willesee on +61 08 9389 3100 or winton@azc.com.au if they have any queries in respect of the matters set out in this Notice.

This document has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg

BUSINESS OF THE MEETING

To consider, and if thought fit to pass, the resolutions set out below.

Resolution 1 – Approve reports

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

> *"That, for all relevant purposes, the Shareholders consider and approve the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 30 June 2026."*

Note: Pursuant to the Corporations Act 2001, and the Company's Constitution, the vote on this Resolution is advisory only and does not bind the Company.

Resolution 2 – Re-election of Paul O'Farrell as a Director by rotation

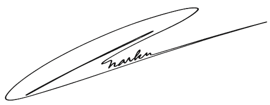
To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

> *"That for the purposes of clause 12.4 of the Company's Constitution and all other purposes, Mr Paul O'Farrell, a Director who retires in accordance with clause 12.3 of the Constitution and, if eligible, submits himself for re-election, is re-elected as a Director.*
>
> *Mr Paul O'Farrell will, upon re-election as a Director, continue to serve as an Executive Director of the Company. Mr Paul O'Farrell is not considered independent for the purpose of Rule 704(7) of the Catalist Rules of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**")."*

Resolution 3– Approval of Directors' Fees

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

> "That, for the purposes of the Company's Constitution, Rule 1204(10) of the Singapore Exchange Securities Trading Limited Catalist Rules and for all other purposes, the payment of aggregate Directors' fees of up to A$300,000 for the financial year ending 30 June 2027 to the Non-Executive Chairman and Non-Executive Directors of the Company, to be paid monthly in arrears (or in such other manner as the Directors may determine), be and is hereby approved"



By order of the Board

Timothy Barker
Company Secretary
27 August 2026

MEETING AND VOTING INFORMATION

Time and place of Meeting

Notice is hereby given that the 2026 annual general meeting of Shareholders of Alita Resources Limited (ACN 147 393 735) (**Company**) will be held at 10:00am (SGT) on Friday, 18 September 2026 at Meeting Room 304, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 and virtually through a webinar conferencing facility (**Meeting** or **AGM**).

Your vote is important

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

This Notice should be read in its entirety together with the accompanying Explanatory Statement. If you are in any doubt about the action you should take, please consult your professional advisor immediately and before voting.

Voting eligibility

The Directors have determined pursuant to the Constitution and Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to attend and vote at the Meeting are those who are registered Shareholders at **4:00pm (AWST and SGT) on Wednesday, 16 September 2026** or Depositors who have Shares of the Company entered against their name in the Depository Register held by CDP as at **10:00am (SGT) on Tuesday, 15 September 2026**, being 72 hours before the time appointed for holding the Annual General Meeting, as certified by CDP to the Company.

Participation

The Meeting will be held as a hybrid meeting. Shareholders may attend and participate:

- **in person** at the time, date and place set out above; or
- **virtually** through a webinar conferencing facility using the following website address:

https://events.teams.microsoft.com/event/c7319bf7-a0b0-42ba-8afe-75ab6be8bbf7@adbc619c-e9c6-4779-809e-528d3867cde3?

Shareholders may ask questions through the webinar conferencing facility, but online voting **will not** be provided. Shareholders are therefore encouraged to appoint a proxy to attend and vote at the Meeting on their behalf.

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be returned by **10:00am (SGT) on Wednesday, 16 September 2026** and in accordance with
the instructions set out in the relevant proxy form. A Proxy Form received after that time will not be valid.

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

Where a Shareholder is the Depository, it may appoint more than two proxies to attend and vote at the Meeting and each proxy will be entitled to exercise the same powers on behalf of the Depository as the Depository could exercise.

The Company encourages Shareholders to appoint the Chairperson as your proxy. To do so, please mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy.

As a non-Depository Shareholder, you are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a duly executed certificate of appointment of the corporate representative. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Where a Shareholder is the Depository (or its nominee, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at the Meeting, provided that the authorisation specifies the number and class of Shares in respect of which each representative is so authorised.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST', or 'ABSTAIN' box opposite the concerned Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice of Meeting, the Chairperson intends to vote undirected proxies **<u>FOR</u>** each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change. In this event, the Company will immediately make an announcement to the market.

Voting procedure

Voting on each Resolution at the Meeting will be conducted by way of a poll.

Questions from Shareholders

Questions for the Board of Directors and Auditor in relation to the items of business for the Meeting can be submitted to Info@alitaresources.com.au and must be received by no later than **10:00am (SGT) on 10 September 2026**.

The Board of Directors and Auditor will endeavour to address substantial and relevant questions by publishing the same on SGX-ST's website at https://www.sgx.com/securities/company-announcements and the Company's website at http://www.alitaresources.com.au/ by **5:00pm (SGT) on Wednesday, 16 September 2026.**

Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.

The Chairperson will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments on the management and performance of the Company.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting. **Please note that Shareholders who join the Annual General Meeting virtually through a webinar conferencing facility will not be able to vote on the Resolutions.**

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. ANNUAL FINANCIAL REPORT

Given the Company is not a 'listed company' for the purposes of the Corporations Act, the requirement that the annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2026, contained in the Company's FYE 2026 annual financial report (**Annual Report**), be tabled at the Meeting would ordinarily not apply.

However, for good governance, the Company will afford Shareholders with an opportunity to vote in a non-binding advisory capacity on the approval of these reports.

Accordingly, Resolution 1 is a non-binding advisory resolution to approve the annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2026, contained in the Annual Report.

2. RESOLUTION 2: RE-ELECTION OF DIRECTOR BY ROTATION

2.1 General

Resolution 2 is an ordinary resolution, for the purpose of clause 12.4 of the Constitution, to approve the re-election of Paul O'Farell as Director.

Paul O'Farrell was most recently re-elected at the Company's 2024 annual general meeting, held on 28 March 2025.He is the sole Executive Director of the Company and is responsible for managing its day-to-day activities with a particular focus on meeting financial reporting and other compliance requirements in Australia and Singapore.

Paul O'Farrell will retire at the Meeting, and being eligible, will submit himself for re-election. If Resolution 2 not passed, Mr Paul O'Farrell will not be re-elected to his current directorship position.

2.2 Constitutional Requirements

In accordance with clause 12.3 of the Constitution, one-third of the Directors (or the number nearest to one-third, rounded up), excluding any Director required to retire at the annual general meeting by virtue of clause 12.5 or any managing director, must retire from office, provided that no Director (except a managing director) may hold office for a period in excess of three years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting themselves for re-election.

Clause 12.3 provides that as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

As Paul O’Farell has not stood for Re-election since the Company’s 2024 Annual General Meeting, he has agreed to retire in accordance with clause 12.3 of the Constitution and, being eligible, offers himself for re-election.

2.3 Qualifications and other material directorships

2.3.1 Paul O’Farrell

Paul O'Farrell is experienced in corporate credit, restructuring and risk management and is currently the managing director of Quadrant Advisory Pty Ltd. He also holds directorship positions with Artificial Holdings Pty Ltd, Jinji Resources Finance Pty Ltd, Tiger Resources Ltd and PathWest.

Mr O'Farrell is also a member of Chartered Accountants Australia & New Zealand, a fellow of both Chartered Accountants Ireland and the Advisory Board Centre and is a graduate of the Australian Institute of Company Directors.

2.4 Directors' recommendation

The Board (with Paul O’Farrell abstaining) supports the re-election of Mr Paul O’Farrell and recommends that Shareholders vote in favour of Resolution 2. Mr Paul O’Farrell declines to make a voting recommendation noting his interest in the resolution.

3. RESOLUTION 3: APPROVAL OF NON-EXECUTIVE DIRECTORS’ FEES

3.1 General

Resolution 3 seeks Shareholder approval for the payment of aggregate Directors' fees of up to A$300,000 for the financial year ending 30 June 2027.

The proposed aggregate amount is intended to cover the remuneration payable to the Company's Non-Executive Chairman and Non-Executive Directors for services rendered during the financial year. The Board will determine the allocation of the approved aggregate amount between the eligible Non-Executive Directors, having regard to their respective roles and responsibilities.

The aggregate amount has also been determined to provide the Company with flexibility to appoint an additional Non-Executive Director during the financial year, including a director based in Singapore should the Board consider such an appointment appropriate to further strengthen the Company's governance and local market presence.

Executive Directors do not receive Directors' fees under this Resolution.

3.2 Directors' recommendation

The Board (with Mel Ashton and Roderick Sutton abstaining from making a recommendation due to their interest in the Resolution) recommends that Shareholders vote in favour of Resolution 3. Paul O'Farrell, as an Executive Director, supports the Resolution.

Schedule 1 Glossary

In this document the following definitions apply:

$	means Australian dollars.
Annual General Meeting or **Meeting**	means the meeting convened by this Notice.
Annual Report	has the meaning given to that term in Section 1.
Auditor	means the external auditor of the Company, Ernst & Young LLP.
Board	means the board of directors of the Company.
CDP	means the Central Depository (Pte) Limited.
Chairperson	means the person chairing the Meeting.
Company	means Alita Resources Limited ACN 147 393 735.
Constitution	means the Company's constitution.
Corporations Act	means the *Corporations Act 2001* (Cth).
Depositor	means a person who has an account directory with the Depository and not through a depository agent or a depository agent (being an entity registered as a "depository agent" with the Depository for the purpose of maintaining securities sub-accounts for its own account and for the account of others).
Depository	means a depository which operates a system for the deposit and custody of securities or which permits or facilitates the settlement of securities transactions or dealings in securities without the physical delivery of scrips which includes CDP.
Depository Register	means a register maintained by the Depository in respect of book-entry securities.
Directors	means the directors of the Company.
Explanatory Statement	means the explanatory statement accompanying this Notice.
Notice	means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.
Proxy Form	means the Shareholder proxy form and CDP proxy form accompanying this Notice, and either one of them as the context may require.

Related Body Corporate	has the same meaning given to that term in the Corporations Act.
Resolutions	means the resolutions to be considered by Shareholders at the Meeting, as set out in this Notice, or any one of them, as the context requires.
Section	means a section of the Explanatory Statement.
SGT	means Singapore Standard Time as observed in Singapore.
SGX-ST	means Singapore Exchange Securities Trading Limited.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means persons who are registered holders of Shares in the register of members of the Company except where the registered holder is CDP, then the term "Shareholders" will, where the context admits, mean the Depositors in the Depository Register maintained by CDP and into whose accounts those Shares are credited.
Share Registry	means Computershare Investor Services Pty Ltd in Australia and Boardroom Corporate & Advisory Services Pte Ltd in Singapore.