ASX & AIM: GGP

# GREATLAND RESOURCES LIMITED

**ACN: 668 338 618**

# NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date: Thursday, 13 November 2025

Time: 3.00pm AWST

Place: Perth Convention and Exhibition Centre, Level 2, Meeting Room 8, 12 Mounts Bay Road, Perth, Western Australia 6000

**Greatland Resources Limited**
Registered address:
Level 2, 502 Hay St
Subiaco, Western Australia, 6008, Australia
**ABN:** 17 668 338 618 **W** greatland.com.au

# GREATLAND RESOURCES LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting of Greatland Resources Limited (**Company** or **Greatland**) will be held at the Perth Convention and Exhibition Centre, Level 2, Meeting Room 8, 12 Mounts Bay Road, Perth, Western Australia 6000 on Thursday, 13 November 2025 at 3.00pm AWST (**Meeting**).

The Explanatory Memorandum to this Notice of Meeting provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form both form part of this Notice of Meeting.

**Webcast details**

The Company advises that Shareholders that are not able to attend the Meeting physically will be able to watch and listen to a live webcast of the Meeting. The webcast will be an opportunity to view the proceedings and presentations at the Meeting. Shareholders wishing to watch the Meeting webcast should register online via this link https://loghic.eventsair.com/208842/513124/Site/Register

Please note that the webcast is provided for convenience only and does not replace the physical Meeting where Shareholders will have the ability to participate and vote. Shareholders will not be able to vote via the webcast facility. Shareholders wishing to vote at the Meeting should either attend in person or follow the instructions for online and proxy voting set out in this Notice of Annual General Meeting.

# AGENDA

## BUSINESS

### Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and Auditors for the year ended 30 June 2025.

Note: This item of business is for discussion only and is not a resolution.

### Resolution 1 – Re-election of Director – Mr Mark Barnaba

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

> *"That Mr Mark Barnaba, who retires in accordance with the Company's constitution and being eligible and having offered himself for re-election, be re-elected as a Director of the Company."*

### Resolution 2 – Re-election of Director – Ms Elizabeth Gaines

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

> *"That Ms Elizabeth Gaines, who retires in accordance with the Company's constitution and being eligible and having offered herself for re-election, be re-elected as a Director of the Company."*

### Resolution 3 – Remuneration Report

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

> *"That the Remuneration Report for the year ended 30 June 2025, which is contained in the Annual Report for the year ended 30 June 2025, be adopted."*

Note: The vote on Resolution 3 is advisory only and does not bind the Directors or the Company.

### Resolution 4 – Greatland Equity Incentive Plan

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

> *"That for the purposes of Listing Rule 7.2, Exception 13(b) and all other purposes, approval be given to, and for the issue of up to a maximum of 10,000,000 securities under the Greatland Equity Incentive Plan as described in the Explanatory Memorandum accompanying this Notice of Meeting."*

### Resolution 5 – Issue of Performance Rights to Mr Shaun Day

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

> *"That, for the purposes of Listing Rule 10.14 and all other purposes, approval be given to grant up to 167,939 Performance Rights to Mr Shaun Day (the Company's Managing Director) in respect of the three-year measurement period being 1 July 2025 to 30 June 2028 on the terms described in the Explanatory Memorandum accompanying this Notice of Meeting."*

### Resolution 6 – Termination Benefits

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

> *"That approval is given for all purposes (including sections 200B and 200E of the Corporations Act 2001 (Cth)) for the giving of benefits under the Company's employment agreements, Greatland Equity Incentive Plan, Rollover LTIP and superannuation arrangements to a person by any of the Company, its related bodies corporate, or their associates or any superannuation fund in connection with that person ceasing to be a director or ceasing to hold managerial or executive office or position of employment with the Company or any of its subsidiaries as described in the Explanatory Memorandum accompanying this Notice of Meeting."*

### Resolution 7 – Confirmation of Change of Auditor

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

> *"That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and all other purposes, PricewaterhouseCoopers, having consented in writing to act as auditor of the Company and having been appointed by the Board on 25 June 2025, be appointed as the auditor of the Company."*

## EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

## ENTITLEMENT TO VOTE

### Snapshot date

It has been determined that, under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, persons who are the registered holders of shares in the Company as at 4.00pm (AWST) on Tuesday, 11 November 2025 will be entitled to attend and vote at the Meeting as a Shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## VOTING EXCLUSION STATEMENTS

**Resolution 3 – Remuneration Report**

The Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report for the year ended 30 June 2025 or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with a direction on the Proxy Form; or
- by the Chair, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

In addition, refer to the information under the heading “Proxies” below for Resolutions 3, 4, 5 and 6 if you are appointing a proxy for this resolution.

**Resolution 4 – Greatland Equity Incentive Plan**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is eligible to participate in the Greatland Equity Incentive Plan or an associate of that person or those persons. However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, refer to the information under the heading “Proxies” below for Resolutions 3, 4, 5 and 6 if you are appointing a proxy for this resolution.

**Resolution 5 – Issue of Performance Rights to Mr Shaun Day**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Day (and/or his nominees(s) or associates) and any person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Greatland Equity Incentive Plan or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on Resolution 5 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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 Resolution 5; and
    - the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, refer to the information under the heading “Proxies” below for Resolutions 3, 4, 5 and 6 if you are appointing a proxy for this resolution.

**Resolution 6 – Termination Benefits**

The Company will disregard any votes cast in favour of Resolution 6:

- by or on behalf of a member of the Key Management Personnel or their Closely Related Parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Key Management Personnel on the date of the Meeting or their Closely Related Parties.

However, this voting exclusion does not apply if the member of the Key Management Personnel is the Chair of the meeting acting as proxy and their appointment expressly authorises the Chair of the meeting to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the group of companies ultimately held by the Company.

In addition, a vote on Resolution 6 must not be cast (in any capacity) by or on behalf of a person who may be entitled to receive a benefit in connection with that person’s retirement from office, or position of employment, the subject of Resolution 6 (a “**relevant person**”), or an associate of that relevant person. However, a person is entitled to cast a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of a relevant person or an associate of a relevant person.

In addition, refer to the information under the heading “Proxies” below for Resolutions 3, 4, 5 and 6 if you are appointing a proxy for this resolution.

## ATTENDING AND VOTING IN PERSON (OR BY ATTORNEY)

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. For any appointment of attorney to be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

It is important to note that Shareholders or proxy holders will not be able to vote at the Meeting through the live webcast.

## QUESTIONS AT THE MEETING

Shareholders will have a reasonable opportunity to ask questions during the Meeting in person and submit online written questions prior to the meeting through the webcast registration or via email.

We ask that all pre-Meeting questions be received by the Company no later than five business days before the date of the Meeting, being Wednesday, 5 November 2025. Any questions via email should be directed to the Company Secretary at companysecretary@greatland.com.au.

## PROXIES

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If such evidence is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise an equal share of the Shareholder's votes.

Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair of the Meeting, who is required to vote proxies as directed on a poll.

Members of the Key Management Personnel or their Closely Related Parties will not be able to vote as proxy on Resolutions 3, 4, 5 and 6 unless the Shareholder tells them how to vote, or in the case of the Chair of the Meeting, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) or a Closely Related Party of a member of the Key Management Personnel as their proxy, the Shareholder should ensure that they direct the member of the Key Management Personnel or the Closely Related Party of a member of the Key Management Personnel how to vote on Resolutions 3, 4, 5 and 6.

If a Shareholder intends to appoint the Chair of the Meeting as their proxy for Resolutions 3, 4, 5 and 6, Shareholders can direct the Chair how to vote by marking one of the boxes (to vote 'for', 'against' or to 'abstain' from voting) for each of Resolutions 3, 4, 5 and 6.

If a Shareholder appoints the Chair as their proxy and the Shareholder does not direct the Chair how to vote on Resolutions 3, 4, 5 and 6, please note that by completing and returning the Proxy Form (or if the Chair becomes a Shareholder's proxy by default), the Shareholder will be expressly authorising the Chair of the Meeting to exercise its undirected proxy on Resolutions 3, 4, 5 and 6, even though they are connected with the remuneration of Key Management Personnel. The Chair intends to vote all undirected proxies in favour of all items of business.

A Proxy Form accompanies this Notice of Meeting and, to be effective, must be received at the Company's share registry as follows:

**By mail:**

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

**Online at:** www.investorvote.com.au

**By mobile:** Scan the QR Code on your proxy form and follow the prompts

**By fax:**

1800 783 447 (within Australia)

+61 3 9473 2555 (outside Australia)

**Custodian:**

For Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions

Proxy Forms must be received by the Company's share registry by **no later than 3.00pm AWST on Tuesday, 11 November 2025** (being 48 hours before the time appointed for the Meeting).

### Lodging your Proxy Form online

You are now able to lodge your Proxy Form online by visiting the Computershare Investor Services Pty Limited website, https://www.investorvote.com.au/Login, logging into the Investor Centre Investor Vote and following the prompts and instructions on the website. To use the online lodgement facility, Shareholders will need the Control Number, their Securityholder Reference Number or Holder Identification Number and their postcode, which are shown on the front page of the personalised Proxy Form enclosed with this Notice of Meeting. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions on the website.

You must lodge your Proxy Form online by no later than **3.00pm AWST on Tuesday, 11 November 2025** (being 48 hours before the time appointed for the Meeting).

### United Kingdom (Voting Instructions)

**Corporate Sponsored Nominee (CSN) holders:**

You may direct Computershare Investor Services PLC (**Computershare**), as provider of the Corporate Sponsored Nominee Service in which your Depositary Interests (**DIs**) are held, how to vote your underlying shares via the Internet on Computershare's website by visiting www.investorcentre.co.uk/eproxy.

You will be asked to enter the Control Number, your Shareholder Reference Number and your PIN number, which are detailed on the Form of Direction that was mailed to you.

Alternatively, you can return your instruction to Computershare by post to the address provided on the Form of Direction.

All instructions must be received by 8.00am (London time) on Thursday, 6 November 2025.

**Depositary Interest (DI) holders:**

Depositary Interest Holders may direct Computershare to vote the ordinary shares represented by their Depositary Interests as follows:

Mail: Complete and return a Form of Instruction to Computershare using the reply-paid envelope that accompanied the Form of Instruction sent to you or by posting it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom. To be effective, all Forms of Instruction must be received by Computershare by 8.00am (London time) on Friday, 7 November 2025. Computershare, as your proxy, will then make arrangements to vote your underlying ordinary shares according to your instructions.

CREST: Depositary Interest Holders who wish to instruct their Custodian on how to vote through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment thereof by using the procedures described in the CREST manual. CREST personal members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare (ID: 3RA50) no later than 8.00am (London time) on Friday, 7 November 2025.

Normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is therefore the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable their CREST sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 as amended.

**Attendance at the Meeting:**

Depositary Interest holders can only attend the meeting as a guest.

### Corporate Representatives

A body corporate that is a Shareholder may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

### Voting by Attorney

A Shareholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company. An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company in the same manner, and by the same time, as outlined above for Proxy Forms.

## Resolutions

A simple majority (i.e. more than 50%) of votes cast by Shareholders entitled to vote on the resolution present in person or by proxy are required to approve each **ordinary resolution**.

By order of the Board

Joanne McDonald
Company Secretary
10 October 2025

## EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Memorandum, including Attachments A, B, C and D has been prepared to help Shareholders understand the business to be put to Shareholders at the upcoming Meeting.

### Annual Financial Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual financial report, including the audited financial statements of the Company for the year ended 30 June 2025 (**2025 Financial Report**),

to be laid before its Shareholders at the Meeting. The Corporations Act does not require a vote of Shareholders on the reports or financial statements. However, Shareholders will be given an opportunity to raise questions or comments on the reports and financial statements to the management of the Company.

The financial report for consideration at the Meeting will be the 2025 Financial Report. The 2025 Financial Report is set out in the Company's 2025 Annual Report and is also available on the Company's website at https://www.greatland.com.au/investors/reports/. Any Shareholder wishing to receive a copy of the 2025 Financial Report should contact the Company's share registry and a copy will be provided.

An opportunity will be given to Shareholders, as a whole, at the Meeting, to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit. The Auditor is not obliged to provide written answers.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's Auditor about the content of the Auditor's report and the conduct of the audit may be submitted no later than five business days before the date of the Meeting to the Company Secretary at companysecretary@greatland.com.au.

The Chair will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised.

### Resolution 1 – Re-election of Mr Mark Barnaba

Mr Barnaba was appointed as Non-executive Chair of the Company on 30 May 2023. The Board considers Mr Barnaba to be an independent Non-executive Director.

Under Resolution 1, Mr Barnaba has elected to retire by rotation, and being eligible, seeks re-election as a Director at this Meeting.

**Board Committees**

None

**Qualifications**

BCom, MBA, Hon. DCom

**Skills and Experience**

Mr Barnaba has had an international career as an entrepreneur, corporate advisor and independent director for organisations across the finance, technology, infrastructure, natural resources, sports administration and education sectors. He has extensive and particularly diverse experience at board level in both the for-profit and non-profit sectors.

Mr Barnaba's other roles include: Deputy Chairman of Fortescue Metals Group (ASX:FMG) and Chairman of the company's Audit, Risk and Sustainability Committee; Chairman of AirTrunk (a cloud-based data centre company operating in Asia-Pacific and Japan). Mr Barnaba also Chairs the University of Western Australia's Investment Committee and co-chairs the University of Western Australia's Business School Board.

He was previously on the Board of Australia's central bank, the Reserve Bank of Australia (RBA), for two terms, and is a former Chairman of the Audit Committee of the RBA. He has previously chaired several publicly listed Australian companies within the mining and infrastructure sectors along with chairing non-profit organisations and was a former Chairman of the State Theatre Company of Western Australia, the West Coast Eagles (AFL team), Williams Advanced Engineering (UK based offshoot of the Williams F1 team), and was previously a member of the Board of The Centre for Independent Studies.

In 2009, Mark was the recipient of the WA Citizen of the Year Award in Industry and Commerce and in 2015 was named a Member of the General Division of the Order of Australia (AM) for significant service to the investment banking and financial sector, to business education and to sporting and cultural organisations.

In his executive career, Mr Barnaba founded, led and sold two companies - GEM Consulting and Azure Capital (both independent corporate advisory firms which provide financial, corporate and strategic advice to public and private organisations in the Asia Pacific region). He also held several senior executive roles at Macquarie Group (one being the Chairman and Global Head of the Natural Resources Group). He previously worked at McKinsey & Company in their London, Johannesburg and Sydney offices.

Mr Barnaba currently serves as an Adjunct Professor in Investment Banking and Finance at the University of Western Australia. He holds a Bachelor of Commerce (First Class Honours and University Medal) from the University of Western Australia, an MBA from Harvard Business School (High Distinction; Baker Scholar) and has an Honorary Doctor of Commerce from the University of Western Australia.

**Other listed directorships**

Deputy Chairman, Non-executive Director of Fortescue Ltd

**Recommendation**

Following the annual performance review of the Directors conducted by the Board, the Board (excluding Mr Barnaba) recommends Shareholders vote in favour of the re-election of Mr Barnaba. Mr Barnaba makes a significant contribution to the Board through his many years of experience as an investment banker and corporate advisor as well as substantial experience as an ASX listed non-executive director. Mr Barnaba has reconfirmed that he has sufficient time to meet his responsibilities as a Director of Greatland.

The Chair of the meeting intends to vote all available proxies in favour of Resolution 1.

If Mr Barnaba is not re-elected, in accordance with the Constitution, he will hold office until the conclusion of this meeting.

## Resolution 2 – Re-election of Ms Elizabeth Gaines

Ms Gaines was appointed as Non-executive Director and Deputy Chair of the Company on 30 May 2023. The Board considers Ms Gaines to be an independent Non-executive Director.

Under Resolution 2, Ms Gaines has elected to retire by rotation, and being eligible, seeks re-election as a Director at this Meeting.

**Board Committees**

Audit & Risk Committee (Chair), Remuneration & Nomination Committee (Member)

**Qualifications**

BCom, MAppFin, Hon. DCom

**Skills and Experience**

A highly experienced business leader, Ms Gaines has extensive international experience in all aspects of financial and commercial management.

Ms Gaines has significant experience in the resources sector as well as a deep understanding of all aspects of financial and commercial management at a senior executive level in both listed and private companies.

Ms Gaines' other roles include: Executive Director at Fortescue, Chair of the West Coast Eagles (AFL) Football Club, a Non-executive Director of the Victor Chang Cardiac Research Institute and a Senior Adviser at Oryx Global Partners Ltd.

Ms Gaines was ranked second in the 2019 Fortune Magazine's Businessperson of the Year and in 2020 the Chamber of Minerals and Energy of Western Australia awarded her the 'Women in Resources Champion' at the annual Women in Resources Awards.

In 2020, Ms Gaines was awarded Joint Australian Businessperson of the Year by the Australian Financial Review.

Ms Gaines is a former Chief Executive Officer of Helloworld Limited and Heytesbury Pty Limited and has previously held Non-executive Director roles with Nine Entertainment Co. Holdings Limited, NEXTDC Limited, Mantra Group Limited and ImpediMed Limited.

Ms Gaines holds a Bachelor of Commerce from Curtin University, a Master of Applied Finance from Macquarie University and an Honorary Doctorate of Commerce from Curtin University. She is a Fellow of Chartered Accountants Australia and New Zealand, a Fellow of the Australian Institute of Company Directors and a member of Chief Executive Women.

**Other listed directorships**

Executive Director of Fortescue Ltd

**Recommendation**

Following the annual performance review of the Directors conducted by the Board, the Board (excluding Ms Gaines) recommends Shareholders vote in favour of the re-election of Ms Gaines. Ms Gaines brings an impressive set of skills, knowledge and experience to the Board. She is a highly regarded senior executive, having held board and senior executive positions in a range of industries. In particular her strong finance, governance and commercial management skills. Ms Gaines has reconfirmed that she has sufficient time to meet her responsibilities as a Director of Greatland.

The Chair of the meeting intends to vote all available proxies in favour of Resolution 2.

If Ms Gaines is not re-elected, in accordance with the Constitution, she will hold office until the conclusion of this meeting.

## Resolution 3 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2025 Annual Report for consideration and adoption by way of a non-binding resolution at the Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the Key Management Personnel (including the Directors), sets out details of the remuneration and service agreements for each member of Key Management Personnel and sets out the details of any share-based compensation.

If the Remuneration Report receives a "no" vote of at least 25% at the Meeting (constituting a first strike), and then again at the 2026 Annual General Meeting (**2026 AGM**) (constituting a second strike), an ordinary resolution must be put to Shareholders at the 2026 AGM (**Spill Resolution**) as to whether another meeting of Shareholders should be held within 90 days of the 2026 AGM (**Spill Meeting**) at which all Directors (other than the Managing Director) who were in office at the date of the relevant Directors' Report must (if desired) stand for re-election at the Spill Meeting.

Resolution 3 is advisory only and does not bind the Directors or the Company. However, the Board will take into account the outcome of the vote and Shareholder feedback when considering the Company's future remuneration policy.

An opportunity will be given to Shareholders, as a whole, to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report is set out in the Company's 2025 Annual Report that is available on the Company's website at https://www.greatland.com.au/investors/reports/.

### Voting Exclusions

For the voting exclusions applicable to Resolution 3, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

### Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

## Resolution 4 – Greatland Equity Incentive Plan

### Background

Resolution 4 seeks Shareholder approval for the approval of the employee incentive scheme titled "Greatland Resources Limited Equity Incentive Plan" (**EIP**) for the purpose of Listing Rule 7.2, Exception 13(b) and for all other purposes. The EIP incorporates both broad based equity participation for eligible employees as well as key executive incentive schemes.

### EIP Terms Generally

The EIP provides eligible employees or their nominee with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with the Company's Shareholders and provide greater incentive for them to focus on the Company's longer-term goals.

The EIP enables the Company to offer employees a range of different employee share scheme (**ESS**) interests. These ESS interests include Shares and 'awards' which can convert into Shares (including options and performance rights). The type of ESS interest that may be offered to employees will be determined by a number of factors, including:

- the remuneration or incentive purpose of the Shares or award; and
- applicable tax and other laws.

Whenever Shares are acquired under the EIP, they may be acquired and held by the Greatland Resources Limited Employee Share Trust (**EST**). The trust deed (**EST Trust Deed**) outlines the rules of the EST and the responsibilities of the trustee of the EST, the Company and the participants. A copy of the EST Trust Deed is available upon request from the Company.

**Approval under Listing Rule 7.2, Exception 13(b)**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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.

Listing Rule 7.2, Exception 13(b), provides that Listing Rule 7.1 does not apply to an issue of equity securities under an employee incentive scheme if, within three years before the date of issue of the equity 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.

Accordingly, Shareholder approval of the EIP is being sought for the purposes of Listing Rule 7.2, Exception 13(b) so that securities issued in accordance with the EIP will be excluded from the calculation of the maximum number of new equity securities that can be issued by the Company under Listing Rule 7.1 for a period of three years from the date of approval.

If Resolution 4 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the EIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within the 15% of total share capital in 12 months limit under Listing Rule 7.1 during the next three-year period.

If Resolution 4 is not approved by Shareholders, the Company may still grant securities under the EIP (subject to any additional necessary approvals for an issue under the EIP under Listing Rule 10) but any grant will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following such grant (except to the extent such grant is specifically approved by Shareholders, for example under Listing Rule 10.14). This may limit the Company's ability to utilise the EIP without additional Shareholder approval.

**Technical information required by Listing Rule 7.2, Exception 13(b)**

Pursuant to and in accordance with Listing Rule 7.2, Exception 13, the following information is provided in relation to Resolution 4:

a) a summary of the key terms of the EIP is set out in Attachment B, and a full copy of the rules of the EIP is available upon request from the Company;
b) as this is the first time that Shareholder approval is being sought for the adoption of the EIP, the Company has not issued any securities under the EIP;
c) the maximum number of securities proposed to be issued under the EIP within the three-year period after the date of the passing of Resolution 4 is 10,000,000 securities. The maximum number (which equates to 1.49% of the Company's issued capital) is not intended to be a prediction of the actual number of securities to be granted under the EIP, but simply a ceiling for the purposes of Listing Rule 7.2, exception 13(b), and is intended

to provide the Company with the capacity to continue to reward its employees appropriately as it grows over time; and

d) a voting exclusion statement is included in the 'Voting Exclusion Statements' section of this Notice.

**Recommendation**

The Board (with Mr Day, the Company's Managing Director, abstaining given that he has an interest in Resolution 4) recommends that Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

## Resolution 5 – Issue of Performance Rights to Mr Shaun Day

**Background**

Resolution 5 seeks Shareholder approval for the intended grant of Performance Rights to Mr Shaun Day, the Company's Managing Director, pursuant to the EIP, and otherwise on the terms and conditions set out in this Explanatory Memorandum.

The Company's remuneration policy is to ensure that executive remuneration is competitive in attracting, motivating and retaining executives of a high calibre, properly reflects the duties and responsibilities of each relevant executive, linked with the Company's strategic goals and performance and aligned with the interests of Shareholders. The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance-related remuneration (including participation in the EIP). Additional information on the Company's incentive programs is included in the Remuneration Report.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- 10.14.1 - a director of the Company;
- 10.14.2 - an associate of a director of the Company; or
- 10.14.3 - a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue by the Company of Performance Rights to Mr Day falls within Listing Rule 10.14.1 above and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14. Resolution 5 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 10.14.

If Resolution 5 is passed, the Company will be able to proceed with the grant of the Performance Rights to Mr Day.

If Resolution 5 is not passed, then the proposed grant will not proceed. In that circumstance, issues may arise with the competitiveness of Mr Day's total remuneration package and alignment of rewards with other senior executives in the Company. The Board would then need to consider alternative remuneration arrangements or performance hurdles, after consulting with Shareholders.

If Resolution 4 is not passed but Resolution 5 is passed, the Company may determine to proceed with the grant of the Performance Rights to Mr Day, within the Company's Listing Rule 7.1 capacity. A summary of the Greatland EIP under which the Performance Rights will be granted (should Resolution 5 be passed) is set out in Attachment B.

**Value of Performance Rights**

The Company attributes a face value of $6.55 for each FY26 Performance Right proposed to be issued to Mr Day (subject to shareholder approval of Resolution 5). The face value is based on the volume weighted average price for Shares for the 30 trading days up to and including 30 June 2025.

The 30-trading day VWAP up to and including 30 June 2025 has been calculated based on the aggregate of: (i) Greatland Gold plc's trading on the AIM market from 16 May 2025 to 19 June 2025 (adjusted for the 20:1 consolidation that was effected through the scheme of arrangement that inserted Greatland Resources Limited as the group's parent company on 20 June 2025, and converted to AUD based on applicable daily foreign exchange rates); (ii) Greatland Resources Limited's trading on the AIM market from 23 June 2025 to 30 June 2025 (converted to AUD based on applicable daily foreign exchange rates); and (iii) Greatland Resources Limited's trading on the ASX from 24 June 2025 to 30 June 2025.

**Number of Performance Rights**

The Company's Remuneration and Nomination Committee recommended, and the Board resolved, that the value of Mr Day's annual total fixed remuneration (including superannuation) (**TFR**) for the year ending 30 June 2026 should be $1,100,000 per annum.

The number of Performance Rights the Company intends to grant to Mr Day will be up to 167,939. This number is set by the Board in the context of considering Mr Day's remuneration package, of which Performance Rights form a part. The maximum number of Performance Rights determined was calculated as follows:

$$FY26PR = \frac{1\ x\ TFR\ for\ FY26}{\$6.55}$$

Where:

- TFR is Mr Day's annual total fixed remuneration (including superannuation), being $1,100,000 per annum; and
- $6.55 is the face value attributed by the Company to the Performance Rights based on the volume weighted average price for Shares for the 30 trading days up to and including 30 June 2025; and
- FY26PR is the maximum number of FY26 Performance Rights proposed to be issued to Mr Day.

The actual number of Performance Rights that will vest and become capable of exercise will ultimately depend on the extent to which the performance hurdlers are met during the applicable performance period (which are set out below) and the terms of the EIP.

**Terms of Performance Rights**

All Performance Rights to be granted will be on terms consistent with the rules of the EIP. A summary of the key terms of the EIP is contained in Attachment B. A full copy of the EIP is available to Shareholders from the Company's share registry on request.

No consideration is payable by Mr Day at the time of the intended grant of the Performance Rights or upon the allocation of Shares to which Mr Day may become entitled upon Performance Rights vesting. Each Performance Right will entitle the holder to one fully paid ordinary share in the Company at no cost, subject to satisfaction of the performance hurdles described below.

**Performance Hurdles**

The Performance Rights will vest and become exercisable, over the three-year measurement period (being 1 July 2025 to 30 June 2028) (**Performance Period**), if the performance hurdles are achieved, and will convert to Shares once exercised. Performance Rights that have not vested where the performance hurdle has not been satisfied or waived by the expiry date, will automatically lapse. The performance hurdles that the Board has determined will apply to the Performance Rights are summarised in the table below and described in further detail below:

| Performance Hurdle | Weighting |
|---|---|
| Relative Total Shareholder Return | 55% |
| Environmental, Social and Governance | 10% |
| Reserves and Resources | 35% |

**Relative Total Shareholder Return**

The Company's relative total shareholder return (**TSR**) performance will be determined based on a percentile ranking of the Company's TSR results relative to the TSR of each of the companies in the comparator group over the same three-year measurement period (**Relative TSR**).

TSR measures the return received by Shareholders from holding Shares over the Performance Period, calculated as follows:

$$TSR + ((B – A) + C) / A$$

Where:

- A = the Market Value of a Share at the start of the Performance Period
- B = the Market Value of a Share at the end of the Performance Period
- C = the aggregate dividend amount per Share paid during the Performance Period

Market Value is calculated as the 30-trading day VWAP of a Share ending on the day prior to the start or end of the Performance Period.

The comparator group will be a peer group comprised of similar sized, ASX listed gold mining companies. The current list of the comparator group is set out in Attachment C. The Board will retain absolute discretion (subject to the Listing Rules and Corporations Act) to adjust the peer group from time to time.

The vesting schedule for 55% of the Performance Rights subject to Relative TSR is as follows:

| Achievement | Outcome | Worked example of total Shares issued or transferred upon vesting and exercise based on Mr Day's proposed FY26 grant |
|---|---|---|
| < 50$^{th}$ percentile | 0% | None |
| Threshold: 50$^{th}$ percentile | 50% | 46,183 Shares (being 50% of the 92,366 Performance Rights subject to Relative TSR) |
| 50$^{th}$ to 75$^{th}$ percentile | pro rata 50 – 100% | Between 46,183 and 92,366 Shares (being between 50% and 100% of the 92,366 Performance Rights subject to Relative TSR) |
| > 75$^{th}$ percentile | 100% | 92,366 Shares (being 100% of the 92,366 Performance Rights subject to Relative TSR) |

**Environmental, Social and Governance**

The vesting schedule for 10% of the Performance Rights subject to environmental, social and governance (**ESG**) performance will be determined as follows:

| Achievement | Outcome |
|---|---|
| Achieve annual employee voluntary turnover of 20% or less by the end of the performance period | 2.5% |
| Female representation in workforce increased to 20% or more by the end of the performance period | 2.5% |
| Aboriginal and Torres Strait Islander representation in workforce increased to 5% or more by the end of the performance period | 2.5% |
| Seek an inaugural ESG rating to establish a measured baseline for Greatland and demonstrate year-on-year improvement considering global evolution of ESG trends. | 2.5% |

For illustrative purposes only, achievement of each of the above ESG performance objectives would result in 16,794 total Shares being issued or transferred upon vesting of the Performance Rights based on Mr Day's proposed FY26 grant.

**Reserves and Resources**

The reserve growth performance condition will be determined as ore reserve growth in excess of depletion over the three year measurement period.

The vesting schedule for 17.5% of the Performance Rights subject to reserve growth is as follows:

Ore Reserve growth (in excess of depletion) relative to Ore Reserves as at 31 December 2024.

| Achievement | Outcome | Worked example of total Shares issued or transferred upon vesting and exercise based on Mr Day's proposed FY26 grant |
|---|---|---|
| < 15% growth | 0% | None |
| Threshold: 15% growth | 25% | 7,347 Shares (being 25% of the 29,389 Performance Rights subject to reserve growth) |
| 15 – 30% growth | pro rata 25 – 100% | Between 7,347 and 29,389 Shares (being between 25% and 100% of the 29,389 Performance Rights subject to reserve growth) |
| > 30% growth | 100% | 29,389 Shares |

The resource growth performance condition will be determined as Telfer mineral resource growth in excess of depletion of the three year measurement period.

The vesting schedule for 17.5% of the Performance Rights subject to resource growth is as follows:

Telfer Mineral Resource growth (in excess of depletion) relative to Telfer Mineral Resources as at 31 December 2024.

| Achievement | Outcome | Worked example of total Shares issued or transferred upon vesting and exercise based on Mr Day's proposed FY26 grant |
|---|---|---|
| < 15% growth | 0% | None |
| Threshold: 15% growth | 25% | 7,347 Shares (being 25% of the 29,389 Performance Rights subject to reserve growth) |
| 15 – 30% growth | pro rata 25 – 100% | Between 7,347 and 29,389 Shares (being between 25% and 100% of the 29,389 Performance Rights subject to reserve growth) |
| > 30% growth | 100% | 29,389 Shares |

Note: the total number of shares issued in the worked examples, may not add up to the maximum number to be issued due to rounding.

**Other Conditions**

If Mr Day ceases to be an employee as a result of retirement, redundancy, death, permanent disablement or other circumstances as determined by the Board, the Board may in respect of any Performance Rights that have not yet vested, acting in a fair and reasonable manner, waive some or all of the vesting conditions, and determine that the applicable Performance Right vests, or determine that such Performance Rights may continue to be held by Mr Day subject to some or all of the vesting conditions.

The EIP contains malus and clawback provisions that give the Board discretion to reduce or reclaim unvested and vested entitlements in certain circumstances, including where Mr Day has acted fraudulently or dishonestly, or is in breach of his obligations to the Group.

If certain corporate transactions occur in relation to the Company, such as a takeover or scheme of arrangement, some or all of Mr Day's unvested Performance Rights may vest early.

Mr Day's Performance Rights will not attract dividends nor confer voting rights prior to vesting.

Any dealing in shares is subject to the constraints of Australian insider trading laws, the UK Market Abuse Regulations and the Company's Securities Dealing Policy. Mr Day is specifically prohibited from hedging Performance Rights during the vesting period.

The other terms of the Performance Rights are governed by the Greatland Resources Limited Equity Incentive Plan. A summary of the Greatland Resources Limited Equity Incentive Plan (including further detail in relation to the treatment of Performance Rights in the event of a change of control) is set out in Attachment B.

**Listing Rule 10.15 additional information requirements**

Listing Rule 10.15 requires the following additional information to be included in this Explanatory Memorandum:

- Mr Day falls within the category of persons in Listing Rule 10.14.1.
- Subject to Shareholder approval being obtained as contemplated by Resolution 5, the maximum number of Performance Rights (and hence Shares) that the Company may issue to Mr Day will be 167,939. The number of Performance Rights has been determined by multiplying the face value of Mr Day's TFR for FY26 ($1,100,000) by 1 and dividing the total by the 30-trading day VWAP of GGP shares up to and 30 June 2025. Please refer to the 'Number of Performance Rights' and 'Value of Performance Rights' sections of the Explanatory Memorandum above.
- No consideration is payable by Mr Day at the time of grant of the Performance Rights or upon the allocation of the Shares to which Mr Day may become entitled upon exercise of the vested Performance Rights.
- 2025 will be the first year that Performance Rights are awarded to Mr Day under the new EIP. The Company uses Performance Rights under the EIP because it aligns remuneration with long-term value creation for

Shareholders as well as encouraging retention whilst not providing employees with the full benefits of share ownership (such as dividend and voting rights) unless and until the rights vest and are exercised.

- The other Directors of the Company (being Mses. Gaines and Broughton and Messrs. Barnaba, Borrelli, Hallam, Latcham and Wilson) are entitled to participate in the EIP, though the Company has not sought Shareholder approval for such an issue, and they have not received any securities under the EIP to date. It is the current intention of the Board that Non-executive Directors will not participate in the EIP.
- The voting exclusion statement in relation to Resolution 5 is included in the 'Voting Exclusion Statements' section of the Notice of Meeting.
- No loans will be made by the Company in connection with the acquisition of Performance Rights or Shares upon the vesting of Performance Rights by Mr Day.
- The Company intends to issue the Performance Rights to Mr Day as soon as practicable following the Meeting (subject to applicable law (including the UK Market Abuse Regulations)) and no later than 12 months after the Meeting.
- Details of any Performance Rights issued under the EIP will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval (if obtained) for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the EIP after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

**Dilution**

The Performance Rights to be issued to Mr Day will have a diluting effect on the percentage interest of existing Shareholders' holdings. The diluting effect of these Performance Rights is approximately 0.025% of the Company's current share capital. The Board has formed the view that remuneration in the form of the Performance Rights to be granted to Mr Day is reasonable given the Company's circumstances, and Mr Day's circumstances (including his responsibilities). The Board is of the opinion that the terms of issue of the Performance Rights to Mr Day are reasonable.

**Voting Exclusions**

For the voting exclusions applicable to this Resolution 5, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

**Recommendation**

The Board (excluding Mr Day) recommends that Shareholders vote in favour of Resolution 5. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.

## Resolution 6 – Termination Benefits

**Background**

Resolution 6 seeks Shareholder approval in accordance with Part 2D.2 of the Corporations Act (including sections 200B and 200E) for the benefits that may be provided by the Company to certain individuals when they cease to hold an office or position of employment with Greatland (**Termination Benefits**).

Approval is sought for the retirement / termination entitlements or benefits of persons who either now or in the future hold a "managerial or executive office" (as defined in section 200AA(1) of the Corporations Act) in Greatland which includes a person:

- who is a director of any Greatland entity; or
- whose remuneration details are included in Greatland's Remuneration Report,

and includes any person who held such an office in the three years prior to ceasing employment with, or ceasing to be a director of, any Greatland company (**Relevant Executive**). As at the date of the Notice of Meeting, approximately three employees of Greatland hold a managerial or executive office within the meaning of the Corporations Act.

The following information sets out the Termination Benefits that may be provided to Relevant Executives in the event they cease to hold office as a director or their employment with Greatland, how the retirement benefits will be provided, and the matters, events and circumstances that may affect the calculation of the value of the retirement benefits.

**Approval is sought for a four-year period**

The approval sought under this resolution is to seek the approval of the Termination Benefits for a period of four years.

If Resolution 6 is approved, approval will remain effective for a period of four years from the date Resolution 6 is passed (being until the Company's 2029 Annual General Meeting). The Board may seek further Shareholder approval at that time, as necessary, to reflect changes in employment agreements or incentive plans in accordance with market practice and governance standards.

Shareholders should reasonably anticipate that aspects of the Company's employment arrangements, including executives' EIP opportunities as a percentage of their fixed pay, will be amended from time to time during the four-year period to which this approval relates. This is in line with market practice and changing governance standards and, where relevant, these changes will be reported in the Company's Remuneration Report. However, it is intended that the approval set out in Resolution 6 will remain valid throughout the four-year period of the approval for as long as the employment arrangements provide for the treatment on cessation of employment as set out in these explanatory notes.

If Resolution 6 is not approved, the Company will be restricted from providing certain termination benefits to Relevant Executives that either exceed the 5% threshold, or are otherwise not permissible under the Corporations Act.

**Sections 200B and 200E of the Corporations Act**

Under sections 200B and 200E of the Corporations Act, the Company and its associates may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by Shareholders or an exemption applies.

The term "benefit" is defined broadly in the Corporations Act to include most forms of valuable consideration and may include benefits resulting from the Board exercising certain discretions under the rules of the EIP. If Shareholder approval is given, the Company is still required to comply with Listing Rule 10.19.

**Reasons why Shareholder approval is being sought**

As disclosed in Greatland's Prospectus dated 30 May 2025, certain Relevant Executives executed a Deed of Cancellation and Covenant with the Company, pursuant to which their performance share rights issued by Greatland Gold plc which were outstanding at the effective date of the Scheme of Arrangement of Greatland Gold plc were cancelled and the Company would offer to issue replacement performance rights on substantially similar terms under the Greatland Resources Limited Legacy Long Term Incentive Plan (**Rollover LTIP**) following admission of Greatland to the Official List of the ASX. These replacement performance rights were issued on 30 June 2025. The terms of the replacement performance share rights under the Rollover LTIP provide for certain retirement benefits to the Relevant Executives.

The existing employment arrangements with Relevant Executives, as well as the terms of awards under the Rollover LTIP and EIP provide that on termination of employment they will receive benefits which constitute retirement benefits for the purposes of section 200B of the Corporations Act, that, in aggregate, may exceed the applicable statutory cap and are not exempt. Specifically, the details of the Termination Benefits that may be paid to Relevant Executives include those set out below:

- **Payment in lieu of notice:**

  Notice of termination is a contractual entitlement provided for in each Relevant Executive's employment contract. The required notice period for the Managing Director is 6 months (if notice is given by Greatland) and 9 months (if notice is given by the Managing Director), and for other Relevant Executives it varies between 3 months and 6 months. Notice of termination may be given by either the Relevant Executive or Greatland at any time. During any period of notice, where the notice has been given by the Relevant Executive, Greatland has discretion to make a payment in lieu of all or part of the notice period; where notice has been given by Greatland, Greatland is required to pay in lieu of notice for the notice period.

  Where notice is provided by the Relevant Executive, payment will only be made in lieu of notice in appropriate circumstances. The amount of the payment in lieu of notice, if any, will be calculated on the Relevant Executive's fixed pay (as at the termination date) for any part of the notice period the Relevant Executive is not required to continue to be employed by Greatland. The amount of these payments can only be determined once notice is given. Accordingly, the amount of any payment in lieu of notice cannot be ascertained as at the date of the Notice of Meeting as the period and/or the Relevant Executive's fixed pay at the termination date are not currently known. However, in all cases the notice period will not exceed the contractual periods described above.

  Key matters, events or circumstances which will, or are likely to affect the calculation of the payment in lieu of notice include:

  - the Relevant Executive's fixed pay at the time of termination which will be reviewed annually in accordance with Greatland's remuneration policy (fixed pay details for the Key Management Personnel for FY25 are disclosed in the Company's Remuneration Report);
  - the length of the notice period for which payment is being made;
  - who gave the notice of termination and the Relevant Executive's future employment plans - for instance, a Relevant Executive who presents a business risk by working through their notice period will most likely receive payment in lieu of notice; and
  - whether Greatland's operational requirements at the time notice is given require the Relevant Executive to work through part or all of their notice period.

- **Incentive arrangements**:

  The Company may pay any eligible short term or vest any long term incentive payments (or lift any applicable exercise conditions) upon termination.

  The terms of the awards under the Rollover LTIP provide for the vesting of long term incentives or the removal of exercise conditions on those incentives in certain circumstances on termination, either automatically or subject to a further determination by the Board. Under the terms of a Relevant Executive's employment contract, in exceptional circumstances, the Company (or its related body corporate) has discretion (to be exercised reasonably) to determine whether (and to what extent) any unvested Rollover LTIP awards granted to that Relevant Executive will vest, but only if and to the extent the terms of the Rollover LTIP awards require a determination by the Board.

  Further, as set out in the summary of the key terms of the EIP is set out in Attachment B, in the event of a retirement, redundancy, death, permanent disablement or other circumstances as determined by the Board of a Relevant Executive, the Board has the discretion to waive some or all of the vesting conditions and determine the number of Options or Performance Rights that may vest, or otherwise determine that some or all of the Performance Rights or Options continue to be held by the relevant participant (subject to some or all of the

vesting conditions). This Board's exercise of discretion under the terms of the EIP in relation to the potential acceleration or ongoing vesting of securities under the EIP could be a Termination Benefit.

The calculation of Termination Benefits in respect of a Relevant Executive's incentive arrangements cannot be determined in advance as it depends on a number of factors, including:

- the Company's share price at the time of vesting of any incentives;
- the length of service and status of any unvested incentives;
- the terms of the relevant participant's employment agreement; and
- the number of unvested incentives held at the time of cessation.

- **Material Diminution Payments**:

Certain Relevant Executives, including the Managing Director, are entitled to a payment equal to 3 months of base salary in the event that there is a 'Material Diminution' in the employee's position, as well as a further payment equal to 9 months of base salary if the employee is terminated or resigns with notice within 2 months of the 'Material Diminution' occurring. As the amount of the payment, if any, will be calculated on the Relevant Executive's fixed pay, the value of any such benefit cannot be ascertained as at the date of the Notice of Meeting.

- **Non-compete obligations**:

In respect of certain Relevant Executives, if the Company enforces any non-compete obligations (which apply for between 3 to 6 months following termination) in respect of that Relevant Executive, the Company will pay that Relevant Executive's base salary (as at the date of termination) for each month (or part thereof on a pro rata basis) following the date of termination that they continue to comply with the non-compete obligations. As the period of enforcement of the non-compete obligations (if any) is unknown, the value of any such benefit cannot be ascertained as at the date of the Notice of Meeting.

- **Superannuation**:

Greatland makes the compulsory superannuation contributions required by law (currently 12% subject to the maximum contribution base which is indexed annually) on behalf of Relevant Executives into complying funds plus additional contributions by way of salary sacrifice as instructed by any Relevant Executive. Currently, Greatland does not contribute more than the statutory contribution of a Relevant Executive's base salary as an employer superannuation contribution although executives may choose to salary sacrifice additional employer contributions.

There is potential for the payment of superannuation benefits to a person holding a managerial or executive office to be regarded as a retirement benefit provided in connection with the person ceasing to hold an office or position of employment in Greatland, and thus the payment of those superannuation benefits may be subject to the approval requirements in Part 2D.2.2 of the Corporations Act.

The value of a Relevant Executive's superannuation benefit on retirement (at least to the extent these are referable to Greatland) will be equal to the superannuation contributions made by Greatland to that Relevant Executive's nominated superannuation fund plus, in relation to these contributions, any earnings and any capital growth or loss, less taxes and fees. The value of any such benefit cannot be ascertained as at the date of the Notice of Meeting.

Key matters, events or circumstances which will, or are likely to affect the value of superannuation benefits include:

- legal requirements regarding the minimum compulsory superannuation contributions which may increase over time;
- the Relevant Executive's fixed pay which will be reviewed annually in accordance with Greatland's remuneration policy;
- any voluntary salary sacrifice contributions made by the Relevant Executive; and
- any earnings and capital growth or loss, less taxes and fees, on Greatland's compulsory superannuation contributions.

**Voting Exclusions**

For the voting exclusions applicable to this Resolution 6, please refer to the 'Voting Exclusion Statements' section of the Notice of Meeting.

**Recommendation**

The Board (excluding Mr Day) recommends that Shareholders vote in favour of Resolution 6. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.

### Resolution 7 – Appointment of Auditor

Following consideration of the Company's significantly increased external audit requirements as a result of its ASX listing and the associated reorganisation of the Greatland group and following consultation with PKF Perth, the Directors proposed the appointment of PricewaterhouseCoopers (**PwC**) as auditor of the Company. Having received the consent from PwC to act as auditor, the Company announced the appointment of PwC as auditor of the Company on 24 June 2025.

Under the Corporations Act, the appointment of PwC as auditor is effective up to the next AGM of the Company, where shareholders must approve the appointment of the new auditor. In accordance with section 327B(1)(b) of the Corporations Act, the Company is seeking Shareholder approval for the ongoing appointment of PwC as the auditor of the Company. In accordance with section 328B(1) of the Corporations Act, notice in writing nominating PwC as auditor has been given to the Company by a member. A copy of this notice is included at Attachment D of this Notice of Meeting.

**Recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 7. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 7.

## ATTACHMENT A – DEFINITIONS

In the Notice of Meeting and this Explanatory Memorandum (including Attachments A, B and C), the following terms have the meaning set out below:

| Term | Meaning |
|---|---|
| **$** | Australian dollars |
| **2025 Annual Report** | the annual report of the Company for the year ended 30 June 2025 |
| **2025 Financial Report** | the annual financial report, including the financial statements, of the Company for the year ended 30 June 2025 |
| **ASIC** | Australian Securities & Investments Commission |
| **ASX** | ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by it, as the context requires |
| **Auditor** | the Company's auditor as at the date of this Notice of Meeting, being PwC |
| **AWST** | Australian Western Standard Time, being the time in Perth, Western Australia |
| **Board** | the board of directors of the Company |
| **Closely Related Party** | has the meaning as defined in section 9 of the Corporations Act and includes in respect of a member of the Key Management Personnel:<br>• a spouse or child of the member a child of the member's spouse<br>• a dependant of the member or of the member's spouse<br>• 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 dealings with the Company; or<br>• a company the member controls. |
| **Company or Greatland** | Greatland Resources Limited (ACN 668 338 618) |
| **Constitution** | the constitution of the Company |
| **Corporations Act** | the *Corporations Act 2001* (Cth) |
| **Director** | a director of the Company |
| **EIP** | the Company's Equity Incentive Plan |
| **Explanatory Memorandum** | this Explanatory Memorandum accompanying the Notice of Meeting |
| **Group** | the Company and its subsidiaries |
| **Key Management Personnel or KMP** | the key management personnel of the Company as defined in AASB Standard 124 (and includes each of the Directors) |

| Term | Meaning |
|---|---|
| **Listing Rules** | the Listing Rules of the ASX |
| **Meeting** | the annual general meeting of the Company convened by the Notice of Meeting |
| **Non-executive Director** | a Director of the Company who is not a member of the executive management team |
| **Notice of Meeting or Notice** | the notice convening the Meeting that accompanies this Explanatory Memorandum |
| **Proxy Form** | the proxy form included with the Notice of Meeting |
| **Remuneration Report** | the remuneration report of the Company for the year ended 30 June 2025 |
| **Shares** | fully paid ordinary shares in the Company |
| **Shareholder** | a holder of Shares |
| **TSR** | Total Shareholder Return |
| **VWAP** | volume weighted average price |

## ATTACHMENT B – SUMMARY OF EIP KEY TERMS AND KEY POLICY SETTINGS

**Summary of the terms of the Greatland Resources Limited Equity Incentive Plan**

A summary of the terms of the Equity Incentive Plan Rules (**EIP**) for Greatland Resources Limited (**Company**) is outlined below. Capitalised terms in this section refer to definitions in the Equity Incentive Plan Rules (**EIP Rules**).

The object of the EIP is to:

a. provide Eligible Employees or their Nominees with the opportunity to acquire a financial interest in the Company, in accordance with the EIP Rules and the terms of any offer, grant or invitation to an Eligible Employee;

b. align the interests of Eligible Employees with those of the Company's shareholders; and

c. provide a greater incentive for the Eligible Employees to focus on the Company's longer-term goals.

Under the EIP, each Eligible Employee may either be granted an Award or be directly allocated Plan Shares.

**Key Definitions**

- **Offer:** the Board has discretion under the terms of the EIP Rules to make an offer to an Eligible Employee to participate in the EIP and to receive a grant of Awards or an allocation of Plan Shares on terms and conditions that the Board determines.

- **Eligible Employee:** refers to an employee who the Board determines to be eligible to participate in the EIP.

  'Eligible Employee' also extends to the executive and non-executive directors who the Board determines to be eligible to participate in the EIP, if prior shareholder approval is provided in accordance with the Listing Rules.

- **Participant** refers to either an Eligible Employee or (if relevant) a Nominee of the Eligible Employee nominated by the Eligible Employee, who has accepted an Offer.

- **Award:** refers to either a Performance Right or Option granted under the EIP Rules.

  A 'Performance Right' is an entitlement for an Eligible Employee to receive a Plan Share, subject to satisfying certain performance measures (known as 'Vesting Conditions').

  An 'Option' is an option for an Eligible Employee to acquire a Plan Share, subject to the relevant Vesting Conditions being satisfied and payment of the relevant Exercise Price for the Option.

- **Plan Shares:** refers to the fully paid ordinary shares in the capital of the Company, which rank equally for all purposes with all other fully paid ordinary shares in the capital of the Company.

**Offer of Awards**

**1. Information provided in an Offer of an Award:**

Each Offer for Performance Rights and Options must be in writing and specify the following details:

a. the name and address of the Eligible Employee to whom the Offer is made;
b. the date of the Offer;
c. the number of Awards available to the Eligible Employee;

d. the proposed date on which an Award will be granted or issued to a Participant ('Grant Date');
e. the conditions (if any) which must be satisfied before an Award vests and as reduced or waived in whole or in part at any time by the Board and notified to the Participant ('Vesting Conditions');
f. the period of time that a Relevant Person has to satisfy Vesting Conditions ('Vesting Period');
g. the period during which a Participant may exercise an Option or Performance Right ('Exercise Period');
h. the time period in which an Eligible Employee may accept an Offer;
i. the circumstances in which the Awards will, or are deemed to, lapse;
j. following vesting and exercise of the Awards, any restrictions on the disposal of the Participant's Plan Shares; and
k. anything else that the Board considers relevant (not being inconsistent with the EIP Rules).

Additionally, Options Offers must also include the price the Participant must pay to the Company in order to exercise an Option ('Exercise Price') (if any) or the manner of determining the Exercise Price.

**2. Vesting and Lapse of Awards**

**Vesting:** The Awards will only vest if, after the end of the Vesting Period, the Board determines that the Vesting Conditions have been satisfied within the Vesting Period.

If a Participant ceases to be an employee as a result of 'Special Circumstances' (being retirement, redundancy, death, permanent disablement or other circumstances as determined by the Board) and any Awards have not yet vested, the Board may (acting in a fair and reasonable manner) waive some or all of the Vesting Conditions and determine that the applicable Award vests, or determine that such an Award may continue to be held by the Participant subject to some or all of the Vesting Conditions.

**Exercise:** Once an Award has vested and the Exercise Period has commenced, an Award becomes exercisable by the Participant. Distinct from Performance Rights, Participants must pay the Exercise Price stated in the Options Offer in order to exercise an Option and to be allocated Plan Shares.

**Lapse:** An Award will lapse on the earliest date that:

a. the Participant ceases to be an employee of the Company at any time before the end of the Vesting Period (subject to Special Circumstances);
b. the Board determines that the Vesting Conditions have not been satisfied with respect to the relevant Award; or
c. the Board otherwise determines to cancel the Award pursuant to the EIP Rules.

An Award which has not already lapsed under the EIP, if not exercised in accordance with the EIP Rules during the Exercise Period, will automatically lapse at the end of the Exercise Period.

If an Award lapses in accordance with the EIP Rules, the relevant Participant will be treated as having never held any right or interest in the Award.

**3. Dealings**

Participants must not assign, transfer, sell, grant a security interest over or otherwise deal with an Award. Once an Award has vested and been exercised into a Plan Share, subject to any restrictions imposed in the Participant's Offer, the Participant may deal with their Plan Shares. Prior to selling or transferring any Plan Shares, Participants must do all things necessary to comply with the Company's Trading Policy, including notifying the Company of their intention to sell or transfer the Plan Shares (if required by the Trading Policy).

## 4. Corporate Transactions

If certain corporate transactions occur in relation to the Company (such as takeovers, schemes of arrangement, a voluntary winding up of the Company, or demerger, dividend in specie, super dividend or other transaction which will adversely affect the current or future value of any unvested Awards) some or all of a Participant's unvested Awards may vest, even though the relevant Vesting Conditions have not yet been met.

Whether a Participant's Awards vest automatically or at the discretion of the Board depends on the nature of the corporate transaction. In particular, where the corporate transaction involves:

a. a scheme of arrangement;
b. a person acquiring voting power which the Board determines acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the majority of the Board;
c. a person acquiring more than 50% of the voting shares of the Company;
d. a person acquiring voting power of more than 50% via a takeover bid which becomes unconditional; or
e. a person being able to compulsorily acquire ordinary shares in the Company under Chapter 6A of the Corporations Act,

any Participant who has been employed for at least 12 months at that point in time will have all of their unvested Awards deemed to be vested. Otherwise, the Board has discretion as to whether some or all of the Participant's Awards vest.

Where the corporate transaction involves the Company being acquired, the Participant may, by agreement with the acquiring company, release any Award which has not lapsed (**Old Award**) in consideration of the grant to them of Awards (**New Award**) which are determined by the Board to be equivalent to the Old Award but relates to shares in a different company (whether the company which has obtained control of the Company itself or some other company) within the period of six months thereafter.

In the event of an internal reorganisation, where:

a. another company obtains control of the Company; and
b. immediately afterwards all or substantially all of the issued equity share capital of the acquiring company is owned directly or indirectly by the persons who had control of the Company immediately before the change of control,

any unvested Awards shall not vest, but will be automatically released in consideration for the grant of a New Award (unless the Board determines otherwise).

The New Award must be determined by the Board to be equivalent to the existing Awards but relate to shares in a different company. In this event, the Vesting Conditions will apply in their original form unless the Board considers it appropriate for such Vesting Conditions to be varied.

## 5. Malus and Clawback

The Board may determine to cancel all or any unvested Awards or any vested Awards (which has not been exercised) as the Board considers to be fair and reasonable, taking account of all circumstances that the Board considers to be relevant, in circumstances where the Participant's conduct warrants cancellation. These include fraud, material dishonesty or material wrongdoing on the part of the Participant, or breach of the Participant's employment contract that would justify dismissal of the Participant.

## Offer of Plan Shares

### 1. Information provided in a Plan Shares Offer:

Each Plan Shares Offer must be in writing and specify the following details:

a. the name and address of the Eligible Employee to whom the Plan Shares Offer is made;
b. the date of the Plan Shares Offer;
c. the number of Plan Shares available to the Eligible Employee;
d. the price payable by the Participant for the Plan Shares (if any);
e. the proposed date that Plan Shares are allocated to a Participant for the purposes of the Plan;
f. the time period for accepting a Plan Shares Offer;
g. the circumstances in which Plan Shares may be forfeited;
h. any restrictions on the disposal of the Participant's Plan Shares;
i. the proposals by which a Participant may dispose of some or all of their Plan Shares; and
j. anything else that the Board considers relevant (not being inconsistent with the EIP Rules).

## Other Key Terms of the EIP

### 1. Allocation of Plan Shares

As soon as reasonably practicable after the exercise of an Award or acceptance of the Plan Shares, the Company must allocate to the Participant the relevant number of Plan Shares. Such allocated Plan Shares must either be:

a. transferred by the trustee of an employee share trust ('Plan Trustee') into the name of the Participant;
b. continue to be registered in the name of the Plan Trustee and held on behalf of the Participant as allocated Plan Shares;
c. be acquired in the ordinary course of trading on the ASX and registered in the name of the Participant; or
d. be issued by the Company in the name of the Participant.

Following the allocation of Plan Shares, the Company and the Plan Trustee must do all things necessary to transfer the legal title of the allocated Plan Share to the Participant and either:

a. deliver to the Participant the holding statement for the Plan Shares; or
b. (if relevant) make a notification for the Plan Shares via the Participant's nominated CHESS account.

### 2. Amendments:

The EIP and EIP Rules may be reasonably amended by the Board at any time. This may include the waiver, amendment or replacement of any performance measure in a Vesting Condition if the Board considers such measure is no longer appropriate or applicable.

If any amendment reduces Participants' rights in respect of any granted Award, the Board must obtain the prior written consent of at least 75% of the Participants affected by the proposed change.

However, if the Board makes amendments in order to comply with any applicable laws, to regulate the operation of the EIP, to take into account possible tax implications or to correct a manifest error or mistake, then any such amendments will not require the prior approval of Participants (even if it reduces Participants' rights).

## 3. Termination or Suspension

The Board must terminate or suspend the EIP or any part of the EIP if changes to the applicable law require that it do so. Further, the Board may suspend the operation of the EIP (either wholly or partly) from time to time and the Board has the discretion to terminate the EIP, or any part thereof, at any time.

## 4. Applicable Law

The operation of the EIP is subject at all times to the applicable law, which includes the Corporations Act, the ASX Listing Rules and the retained EU law version of the Market Abuse Regulation which applies in the UK (**UK MAR**). No Award or Plan Share can be offered, granted, issued, or transferred if it would contravene the applicable law. In particular, no Offer can be made during any closed period (as defined in the UK MAR), and no Award can vest during a closed period or at any other time while the Participant or the Company is in possession of inside information (as defined in the UK MAR).

## ATTACHMENT C – COMPARATOR TSR PEER GROUP

The Company's TSR performance will be assessed against a peer group comprised of ASX listed gold producers. As at 1 July 2025 these were:

Bellevue Gold Limited (ASX:BGL), Capricorn Metals Limited (ASX:CMM), Catalyst Metals Limited (ASX:CYL), Emerald Resources (ASX: EMR), Evolution Mining (ASX: EVN); Genesis Minerals Ltd (ASX:GMD), Northern Star Resources (ASX: NST), Ora Banda Mining (ASX:OBM), Pantoro Limited (ASX:PNR), Perseus Mining (ASX: PRU), Vault Minerals Limited (ASX:VAU), Ramelius Resources Limited (ASX:RMS), Regis Resources Limited (ASX:RRL), Westgold Resources Limited (ASX:WGX).

**Adjustments to the Peer Group**

Listed below are a number of events, as well as the implications of these events, that may occur which could affect the structure of the Company's TSR peer group:

- if a company in the peer group is taken over, that company may be removed from the peer group;
- if the acquiring company is in the peer group, that company will remain in the peer group;
- if a company in the peer group demerges, the demerged companies may be removed from the peer group;
- in the case of a capital reconstruction or capital return, an adjustment to the TSR calculation will be made, if appropriate, depending on the nature of the event;
- if a company in the peer group changes its name, it will remain in the peer group;
- where a company's shares are suspended at the testing date, the Board shall have the discretion as to how this event shall be treated; and
- where a company is delisted from the relevant stock exchange, the Board shall have the discretion as to how this event shall be treated.

## ATTACHMENT D - NOTICE NOMINATING PWC AS AUDITOR

7 October 2025

To: Board of Directors
Greatland Resources Limited
Level 2
502 Hay Street
SUBIACO WA 6008

Dear Directors

**Nomination of Auditor**

I, JOANNE MCDONALD, being a shareholder of Greatland Resources Limited (ACN 668 338 618) (**Company**), in accordance with section 328B(1) of the *Corporations Act 2001* (Cth), hereby nominate PricewaterhouseCoopers, of Brookfield Place, Level 15, 125 St Georges Terrace, Perth WA 6000 for appointment as auditor of the Company at the Company's 2025 Annual General Meeting.

Joanne McDonald

GREATLAND

**Greatland Resources Limited**
ABN 17 668 338 618

## Need assistance?

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

**Online:**
www.investorcentre.com/contact

## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00pm (AWST) on Tuesday, 11 November 2025.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

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

## Lodge your Proxy Form:

### Online:

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

Your secure access information is

**Control Number: 188098**

**SRN/HIN:**

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

### By Mail:

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

### By Fax:

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

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

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

SAMPLE ONLY

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

# Proxy Form

**Please mark ☒ to indicate your directions**

## Step 1 Appoint a Proxy to Vote on Your Behalf

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

☐ **the Chair of the Meeting** **OR** _____

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Greatland Resources Limited to be held at the Perth Convention and Exhibition Centre, Level 2, Meeting Room 8, 12 Mounts Bay Road, Perth, Western Australia 6000 on Thursday, 13 November 2025 at 3:00pm (AWST) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 3, 4, 5 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

| | | For | Against | Abstain |
|---|---|---|---|---|
| Resolution 1 | Re-election of Director - Mr Mark Barnaba | ☐ | ☐ | ☐ |
| Resolution 2 | Re-election of Director - Ms Elizabeth Gaines | ☐ | ☐ | ☐ |
| Resolution 3 | Remuneration Report | ☐ | ☐ | ☐ |
| Resolution 4 | Greatland Equity Incentive Plan | ☐ | ☐ | ☐ |
| Resolution 5 | Issue of Performance Rights to Mr Shaun Day | ☐ | ☐ | ☐ |
| Resolution 6 | Termination Benefits | ☐ | ☐ | ☐ |
| Resolution 7 | Confirmation of Change of Auditor | ☐ | ☐ | ☐ |

SAMPLE ONLY

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

## Step 3 Signature of Securityholder(s)

*This section must be completed.*

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

**Update your communication details** *(Optional)*

**Mobile Number** _____

**Email Address** _____

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