ASX:GRL
Announcement

27 May 2026

Notice of Meeting

Godolphin Resources Limited (ASX: GRL) ("Godolphin" or the "Company") is pleased to attach a copy of the following documents in relation to a General Meeting of Shareholders to be held on 30 June 2026 (General Meeting).

1. Letter to Shareholders regarding arrangements for the General Meeting as despatched to Shareholders;
2. Notice of General Meeting; and
3. Proxy Form.

<ENDS>

This market announcement has been authorised for release to the market by the Company Secretary of Godolphin Resources Limited.

For further information regarding Godolphin, please visit https://godolphinresources.com.au/ or contact:

Jeneta Owens
Managing Director
+61 417 344 658
jowens@godolphinresources.com.au

About Godolphin Resources

Godolphin Resources (ASX: GRL) is an ASX listed resources company, with 100% controlled Australian-based Projects primarily located within the Lachlan Fold Belt ("LFB") NSW, a world-class gold-copper and rare earth element province of Australia. Godolphin have strategic focus on exploring for and development of critical minerals and metals, we remain committed to sustainability across the community in which we operate, the environment we undertake exploration and development on and to deliver projects which will assist Australia and the world in the clean energy transition. Currently the Company's tenements cover 3,300km^2 of ground highly prospective for gold, silver, base metals and rare earths and is host to the Company's advanced Lewis Ponds Gold and Silver Project, the Narraburra REE Project and the Yeoval Cu-Au and Mt Aubrey Au Projects. At Godolphin we aim to operate ethically and responsibly and remain outcome focused to deliver on what we say to add value for all stakeholders.

All Registry communications to:
Automic Group
GPO Box 5193
Sydney NSW 2001
Telephone (free call within Australia): 1300 288 664
ASX Code: GRL
Email: hello@automicgroup.com.au

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27 May 2026

Upcoming General Meeting of Shareholders

Dear Shareholder,

Godolphin Resources Limited (ASX: GRL or "the **Company**"), advises that a General Meeting will be held in person at Level 14, 167 Eagle Street, Brisbane City QLD 4000 on 30 June 2026 at 9.00am (AEST) (**Meeting**).

Notice of Meeting
The Notice of Meeting and Explanatory Memorandum (**Notice**) for the Meeting is available online and can be viewed and downloaded by shareholders of the Company (**Shareholders**) from the Company's website at www.godolphinresources.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX: GRL).

In accordance with sections 110C-110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

Voting by Proxy

Online scan the QR code below using your smartphone	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: 1. Login to the Automic website using the holding details as shown on your holding statement. 2. Click on 'Meetings' - 'Vote'. To use the online lodgment facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown at the top of your holding statement.

For further information on the online proxy lodgement process, or if you require a hard copy Proxy Form, please contact the Company's Share Registry, Automic Registry Services (**Automic**), at hello@automicgroup.com.au or via phone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Shareholder queries in relation to the Meeting
Shareholders can contact the Company Secretary with any questions prior to the meeting via email at craigm@godolphinresources.com.au

Copies of all Meeting related material, including the Notice, are available to download from the Company's website and the Company's ASX market announcements platform. In the event it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information will be provided to Shareholders via the ASX and the Company's website.

Authorised for ASX release by the Company Secretary.

GODOLPHIN RESOURCES LIMITED

ACN 633 779 950

Notice of General Meeting and Explanatory Memorandum

Date of Meeting:	30 June 2026
Time of Meeting:	9.00am (AEST)
Place of Meeting:	Level 14, 167 Eagle Street Brisbane City QLD 4000

Notice of General Meeting

Notice is given that a General Meeting of Shareholders of Godolphin Resources Limited ACN 633 779 950 (**Company**) will be held physically at Level 14, 167 Eagle Street, Brisbane City, QLD 4000 on **30 June 2026** at **9.00am** (AEST).

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the glossary contained at the end of the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

1. Resolution 1 – Ratification of the issue of 77,026,492 Shares under the Placement

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 77,026,492 Shares by way of private placement to sophisticated, professional and institutional investors at an issue price of $0.017 per Share in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue of the Shares pursuant to Resolution 1 and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 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 1; and
  - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Ratification of the issue of 70,032,332 Shares under the Placement

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

> *"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 70,032,332 Shares by way of private placement to sophisticated, professional and institutional investors at an issue price of $0.017 per Share in accordance with the terms set out in the Explanatory Memorandum, be ratified."*

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue of the Shares pursuant to Resolution 2 and any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chair to vote on Resolution 2 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 2; and
  - the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Ratification of 7,500,000 Broker Options to Taylor Collison Limited

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 7,500,000 Options, having an exercise price of $0.034 and expiry date of 6 May 2028, to Taylor Collison Limited (or its nominee(s)), in accordance with the terms set out in the Explanatory Memorandum, be ratified."

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 3 by any person who participated in the issue of Broker Options pursuant to Resolution 3 and any of their Associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 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 3; and
  - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Approval to Change Company Name

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a Special Resolution:

"That, for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the name of the Company to be changed to Orbit Resources Limited, and for all references to the Company's name in the Constitution of the Company to be replaced with Orbit Resources Limited."

By order of the Board

Mr Craig McPherson
Company Secretary
Godolphin Resources Limited
27 May 2026

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7.00pm (AEST) on 28 June 2026, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Shareholders may vote by:

(a) attending the Meeting in person; or

(b) appointing a proxy to attend and vote on your behalf, using the enclosed proxy form.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the Meeting, being no later than 9.00am (AEST) on 28 June 2026 to:

(a) if online: https://portal.automic.com.au/investor/home

(b) if by fax: on +61 2 8583 3040 ; or

(c) if by mail:

Automic

GPO Box 5193

Sydney NSW 2001

(d) by hand:

Automic

Level 5, 126 Phillip Street

Sydney NSW 2000

(e) by email: meetings@automicgroup.com.au

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

Each of the Resolutions will be considered by way of a poll. Accordingly, every Shareholder shall have one vote for every Share registered in their name as at 7.00pm (AEST) on 28 June 2026.

Required Majority

Each of Resolutions 1 to 3 (inclusive) are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

Resolution 4 is a Special Resolution, requiring at least seventy-five percent (75%) of the votes cast by Shareholders entitled to vote be cast in favour of it.

General

All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '$' and 'dollars' are references to Australian currency.

Capital Raising Background

On 30 April 2026, the Company announced a private share placement of new Shares (**Placement**), which comprised the issue of 147,058,824 Shares by way of a private placement to sophisticated and professional investors at an issue price of $0.017 per Share, raising $2.5 million (**Capital Raising**).

The funds raised from the Capital Raising will be applied to the following activities:

- drilling focused on resource expansion and exploration drilling at the Company's 100%-owned Lewis Ponds Gold, Silver and Base Metals Project in the Lachlan Fold Belt;
- metallurgical testing;
- costs of the Placement; and
- general working capital expenses.

Resolutions 1 and 2 – Ratification of the issue of 147,058,824 Shares under the Placement

As noted in the section of this Explanatory Memorandum titled "**Capital Raising Background**" on page 6, on 30 April 2026 the Company announced the Capital Raising, which included an issue of 147,058,824 Shares to sophisticated and professional investors pursuant to the Placement. This Placement was undertaken under the Company's placement capacity under Listing Rules 7.1 and 7.1A.

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rules 7.1 and 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The Shares issued to participants in the Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 and the Company's 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under Listing Rules 7.1 and 7.1A, provided the issue did not breach the maximum thresholds set by Listing Rules 7.1 and 7.1A. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

Explanatory Memorandum

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A and thus the Company is seeking ratification of the Shares issued pursuant to the Placement by Resolutions 1 and 2. The Company confirms that the issue and allotment of the Shares did not breach Listing Rules 7.1 and 7.1A at the date of issue.

Resolution 1 seeks the ratification of 77,026,492 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1.

Resolution 2 seeks the ratification of the remaining 70,032,332 Shares which were issued by the Company under its additional capacity under Listing Rule 7.1A.

If Resolution 1 is passed, the Shares issued using the Company's Listing Rule 7.1 capacity pursuant to the Placement will be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 2 is passed, the Shares issued using the Company's Listing Rule 7.1A capacity pursuant to the Placement will be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 and/or Resolution 2 are not passed, the relevant issues will be included in calculating the Company's 15% Threshold in Listing Rule 7.1 and 10% Additional Placement Capacity limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolutions 1 and 2:

	Resolution 1 (LR 7.1 Capacity)	**Resolution 2 (LR 7.1A Capacity)**
Names of allottees	The Shares issued under the Placement were issued to various professional and sophisticated investors selected by the Company in consultation with the Lead Manager. None of the allottees are Related Parties of the Company . No Related Party or a person who is, or was at any time in the 6-months before the Placement, a substantial (10%+) holder of the Company or any of their respective Associates participated in the Placement. No Director or any of their Associates have participated in or will receive any Shares pursuant to Resolution 1 or 2. No member of the Company's key management personnel or adviser to the entity, or any of their respective Associates, participated in the Placement and received more than 1% of the Company's issued capital at the time of the issue and no substantial holder of the Company at the time of agreeing to the issue received more than 1% of the Company's issued capital at the time of the issue.	
Number of securities issued	The Company issued 77,026,492 Shares.	The Company issued 70,032,332 Shares.

Date of issue	The Shares were issued on 5 May 2026.	The Shares were issued on 5 May 2026.
Terms of the securities	All Shares will, from their date of issue, rank equally with all other Shares on issue.	
Issue Price	The issue price for the Shares was $0.017 per Share. The Company has received approximately $1.31 million from the issue of the Shares to be ratified pursuant to Resolution 1.	The issue price for the Shares was $0.017 per Share. The Company has received approximately $1.19 million from the issue of the Shares to be ratified pursuant to Resolution 2.
Use of funds	The funds raised by the Placement will be used for the purposes outlined in the section of this Explanatory Memorandum titled "**Capital Raising Background**" on page 6.	
Material terms of agreement	The relevant placement agreement provided that the issue price per Share is $0.017 and includes various other conditions usual for a placement of this sort.	

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 1 and 2.

The Chair intends to vote all undirected proxies in favour of Resolutions 1 and 2.

Resolution 3 – Ratification of 7,500,000 Broker Options

The Company is a party to an agreement with the Lead Manager to act as lead manager for the Capital Raising (**Lead Manager Agreement**).

For the services provided by the Lead Manager during the Capital Raising, the Company agreed, subject to obtaining Shareholder approval (if required), to issue the Lead Manager with 7,500,000 Options, having an exercise price of $0.034 and expiry date of 6 May 2028 (the **Broker Options**).

As described above in relation to Resolutions 1 and 2, subject to a number of exceptions, Listing Rules 7.1 and 7.1A limit the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The Broker Options issued to the Lead Manager did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under Listing Rules 7.1 and 7.1A, provided the issue did not breach the maximum thresholds set by Listing Rules 7.1 and 7.1A. If they do, the issue is taken to have been approved under Listing Rules 7.1 and 7.1A and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules. As mentioned above, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A and, thus, Resolution 3 is seeking ratification of the issue of the Broker Options to the Lead Manager.

If Resolution 3 is passed, the Broker Options issued to the Lead Manager will be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 3 is not passed, then the Broker Options issued to the Lead Manager will be included in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the date of issue.

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 3:

Names of allottees	The 7,500,000 Broker Options were issued to the Lead Manager (or its nominee(s)). None of those nominees were Related Parties, Directors, key management or, at the time of the agreement to issue securities, substantial holders of the Company, or any of their respective Associates, who received more than 1% of the Company's issued capital at the time of the issue.
Number and class of securities issued	The number of Broker Options is 7,500,000 Options.
Terms of the securities	The Broker Options: (a) have an exercise price of $0.034; (b) have an expiry date of 6 May 2028; and (c) otherwise have the terms set out in Schedule 1 to this Explanatory Memorandum.
Date of issue	The Broker Options were issued on 6 May 2026.
Issue Price	The issue price of the Broker Options is nil as they are being issued for the purpose of satisfying the consideration agreed to be issued to the Lead Manager for acting as lead manager to the Capital Raising.
Use of funds	No proceeds will be raised from the issue of the Broker Options.
Material terms of agreement	The Lead Manager Agreement provided: (a) that the Lead Manager would support the Company in undertaking the Placement; (b) that the Lead Manager would receive: (i) a management fee of 3.0% of the gross proceeds raised under the Placement; (ii) a selling fee of 3.0% of the gross proceeds raised under the Placement; and (iii) the Broker Options, subject to Shareholder approval (if required); and

	(c)	for various other standard conditions for a lead manager agreement of this sort, including various indemnities in favour of the Lead Manager in respect of their role.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Approval to Change Company Name

In accordance with section 157(1)(a) of the Corporations Act, the Company submits to shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Orbit Resources Limited.

The Company also seeks approval under section 136(2) of the Corporations Act, to the Company's Constitution being updated to reflect the change of name.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 and advise that they intend to vote any Shares that they own or control in favour of Resolution 4.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

Glossary

10% Additional Placement Capacity means Equity Securities issued by the Company pursuant to Listing Rule 7.1A.

15% Threshold means the restriction on the issue of equity securities contained in Listing Rule 7.1, which prohibits the Company (subject to certain exceptions), from issuing or agreeing to issue Equity Securities representing more than 15% of the number of ordinary shares on issue 12 months prior to the intended date of issue, in the absence of prior Shareholder approval.

AEST means Australian Eastern Standard Time.

AEDT means Australian Eastern Daylight Time.

Associate has the meaning given to that term in the Corporations Act.

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

Board means the board of Directors of the Company.

Broker Options means the issue of 7,500,000 Options to the Lead Manager the subject of Resolution 3.

Capital Raising has the meaning given to it in the section of the Explanatory Memorandum titled "Capital Raising Background" on page 6.

Chair means the chair of the Meeting.

Company means Godolphin Resources Limited ACN 633 779 950.

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

Director means a director of the Company as at the date of this Explanatory Memorandum.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the general meeting of the Company to be convened by the Notice of Meeting.

Lead Manager means Taylor Collison Limited ACN 008 172 450.

Lead Manager Agreement means the lead manager agreement between the Lead Manager and the Company.

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement means the proposed issue of 147,058,824 Shares pursuant to Resolutions 1 and 2.

Quotation means official quotation of Equity Securities on the ASX and **Quoted** has a corresponding meaning.

Resolution means a resolution referred to in this Notice of Meeting.

Shareholder means a holder of a Share.

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

Schedule 1 – Option Terms

1. Exercise Price

Each Option entitles the holder to subscribe for one (1) Share on payment of the sum of $0.034 per Option (**Exercise Price**) to the Company.

2. Exercise Period and Expiry Date

The Options are exercisable at any time on a Business Day prior to 5:00pm AEDT on 6 May 2028 (**Expiry Date**). Options not exercised by that time and date will automatically lapse.

3. Manner of Exercise

Options may be exercised at any time prior to 5:00pm AEST on the Expiry Date by the holder delivering notice in writing duly executed by the registered holder of the Options to the Company's registered address (**Exercise Notice**), together with payment (in cleared funds) to the Company of the aggregate Exercise Price for the number of Options being exercised.

Option holders may not exercise less than 500,000 Options at any one time, unless the Option holder has less than 500,000 Options, in which case they may do so provided they exercise all Options then held.

Options will be deemed to have only been exercised on the date that the Company has received the aggregate Exercise Price (in cleared funds) in respect of the Options exercised in accordance with the Exercise Notice.

4. Shares Issued on Exercise of Options

Shares to be issued pursuant to the exercise of Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank equally with the then issued Shares.

Shares issued pursuant to the exercise of Options will have the same rights and liabilities as the Company's existing Shares on issue as at the date of the exercise of the Options. The full details of the rights attaching to Shares are set out in the Company's Constitution.

If the holder of any Options exercises less than the total number of Options registered in their name, the Company will provide the holder of any Options with a new holding statement stating the remaining number of Options registered in that holder's name, together with a new exercise notice.

If the Company is still admitted to the ASX's official list at the time of exercise of Options, an application will be made for Quotation of the Shares to be issued upon exercise.

5. Transfer

The holder of any Options may transfer some or all of their Options in any manner authorised by the ASX or the Corporations Act with prior approval from the Company.

6. Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities offered to Shareholders during the term of the Options, except in their capacity as existing Shareholders.

However, the Company will ensure that, for the purpose of determining entitlements to any such issue, the record date will be at least five (5) Business Days after the issue is announced so as to give holders of Options the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

7. Bonus Issues

If, prior to the expiry of the Options, the Company makes a bonus issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the relevant record date for calculating entitlements for the bonus issue.

8. Pro-Rata Issue

If, from time to time, prior to the expiry of the Options, the Company makes a pro-rata issue of Shares to shareholders, the exercise price of the Options will be reduced in accordance with the formula set out in Listing Rule 6.22.2.

9. Capital reorganisation

If there is a reorganisation of the issued capital of the Company (including any consolidation, subdivision, reduction, or return of capital), the rights of the holder of Options shall be changed to the extent necessary to comply with the Listing Rules at the time of the reorganisation.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Godolphin Resources Limited | ABN 13 633 779 950

SAMPLE

Your proxy voting instruction must be received by **9:00am (AEST) on Sunday, 28 June 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS
The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY
If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING
Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS
You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY
You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS
Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES
If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online
Use your computer or smartphone to appoint a proxy at https://portal.automic.com.au/investor/home or scan the QR code below using your smartphone
Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:
meetings@automicgroup.com.au

BY FACSIMILE:
+61 2 8583 3040

All enquiries to Automic:
WEBSITE:
https://automicgroup.com.au

PHONE:
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Godolphin Resources Limited, to be held at **9:00am (AEST) on Tuesday, 30 June 2026 at Level 14, 167 Eagle Street, Brisbane City QLD 4000** hereby:

Appoint the Chair of the Meeting (Chair) to vote in accordance with the following directions (or if no directions have been given, and subject to the relevant laws, as the Chair sees fit) at this meeting and at any adjournment thereof.

Please note: If you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy. If the person so named is absent from the meeting, or if no person is named, the Chair will act on your behalf.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by marking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Ratification of the issue of 77,026,492 Shares under the Placement	☐	☐	☐
2	Ratification of the issue of 70,032,332 Shares under the Placement	☐	☐	☐
3	Ratification of issue 7,500,000 Broker Options to Taylor Collison Limited	☐	☐	☐
4	Approval to Change Company Name	☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

SAMPLE

AUTOMIC

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