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**ACCELERATE RESOURCES LIMITED**  
**ACN 617 821 771**  
**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10.00am (AWST)  
**DATE:** Friday, 30 January 2026  
**PLACE:** Ground Floor, 16 Ord Street, West Perth, Western Australia

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

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (AWST) on Wednesday, 28 January 2026.*

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## BUSINESS OF THE MEETING

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### AGENDA

Notice is hereby given that the general meeting of Shareholders of Accelerate Resources Limited (**Company**) will be held at Ground Floor, 16 Ord Street, West Perth, Western Australia on Friday, 30 January 2026 at 10.00am (AWST) (**Meeting**).

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

Terms and abbreviations used in the Notice are defined in the Glossary.

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#### 1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES PURSUANT TO LISTING RULE 7.1

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 96,281,129 Shares under Listing Rule 7.1 on the terms and conditions in the Explanatory Statement."*

#### Voting Exclusion statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares or an associate of that person or those persons.

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

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

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#### 2. RESOLUTION 2 – RATIFICATION OF PLACEMENT SHARES PURSUANT TO LISTING RULE 7.1A

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 80,718,871 Shares under Listing Rule 7.1A on the terms and conditions in the Explanatory Statement."*

### **Voting Exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue of Shares or an associate of that person or those persons.

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

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

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### **3. RESOLUTION 3 – ISSUE OF PLACEMENT SHARES TO MR RICHARD HILL**

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

*"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 3,000,000 Shares to Mr Richard Hill (and/or his nominee(s)) on the terms and conditions in the Explanatory Statement."*

### **Voting Exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Richard Hill (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons.

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

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

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**4. RESOLUTION 4 – RATIFICATION OF THE IRON BOUND CONSIDERATION SHARES PURSUANT TO LISTING RULE 7.1**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 2,000,000 Shares to Gold Earth Enterprises Pty Ltd and 2,000,000 Shares to Mr Kenneth Hodges under Listing Rule 7.1 pursuant to the Iron Bound Acquisition on the terms and conditions in the Explanatory Statement."*

**Voting Exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Gold Earth Enterprises Pty Ltd, Mr Kenneth Hodges (and/or their respective nominee(s)) and any associate of that person or those persons.

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

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

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**5. RESOLUTION 5 – RATIFICATION OF THE KANOWNNA CONSIDERATION SHARES PURSUANT TO LISTING RULE 7.1**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 20,000,000 Shares to Metal Hawk Limited under Listing Rule 7.1 pursuant to the Kanownna Acquisition on the terms and conditions in the Explanatory Statement."*

**Voting Exclusion statement**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Metal Hawk Limited (and/or its nominee(s)) and any associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or

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

**Dated: 16 December 2025**  
**By order of the Board**

A handwritten signature in black ink, appearing to read 'Grant Mooney', with a stylized, cursive script.

**Grant Mooney**  
**Company Secretary**

## Voting by proxy

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed;
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
- a Proxy Form (and any power of attorney or other authority, if any, under which it is signed) **must be received in accordance with the instruction on the Proxy Form by 10.00am (AWST) on Wednesday, 28 January 2026.** A Proxy Form received after that time will not be valid.

## Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that Resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company will need to verify your identity. You can register on the day of the Meeting.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 6248 9663.***

## Important information about the holding of the General Meeting to address

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The Board has elected to hold a physical meeting.

**Please note the following:**

- **Shareholders are encouraged to vote by proxy.**
- Voting on all Resolutions will be conducted by poll and not by show of hands.
- Questions for the Board can be emailed to [admin@ax8.com.au](mailto:admin@ax8.com.au) and must be received no later than 10.00am (AWST) on Wednesday, 28 January 2026.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND TO RESOLUTIONS

#### 1.1 Placement – Resolutions 1 to 3

##### (a) Overview

On 8 December 2025, the Company announced that it had received firm commitments from sophisticated and professional investors to raise \$900,000 (before costs) via the issue of 180,000,000 Shares at an issue price of \$0.005 per Share (**Placement**).

On 12 December 2025, the Company issued 177,000,000 Shares (**Placement Shares**) under Listing Rules 7.1 and 7.1A. Subject to Shareholder approval, the Company will issue the remaining 3,000,000 Shares to Mr Richard Hill, a Director (**Director Shares**).

Leeuwin Wealth Pty Ltd (ACN 679 320 720) (**Lead Manager**) acted as a lead manager and bookrunner to the Placement. The Company paid the

##### (b) Use of funds

The funds raised from the Placement and existing cash will be directed towards advancing ongoing operation activities at the Balagundi Gold Project, together with general working capital. The funds will be used as detailed below:

- (i) RC and Aircore drilling programs along the Paris Gift trend and adjacent structural targets at the Balagundi Gold Project;
- (ii) geophysical surveying at the Fluffy Gorilla Prospect to refine drill targeting across priority structural corridors; and
- (iii) general working capital and costs associated with completing the Offer.

Refer to the Company's ASX announcement dated 8 December 2025 for further details on the Placement.

#### 1.2 Iron Bound Acquisition – Resolutions 4

##### (a) Overview

On 23 October 2025, the Company announced that it had entered into an earn-in agreement with Gold Earth Enterprises Pty Ltd (ACN 059 933 863) and Mr Kenneth Hodges (together, the **Sellers**) (**Earn-in Agreement**), to acquire up to an 80% interest in M25/359 (the **Iron Bound Prospect**) (**Iron Bound Acquisition**).

**(b) Earn-in Agreement terms**

*Transaction*

The Company has the right to earn up to an 80% interest in the Iron Bound Prospect by spending \$750,000 in 48 months.

*Consideration*

As consideration for the Iron Bound Acquisition, the Company will pay the Sellers \$20,000 on execution of the Earn-in Agreement and issue 4,000,000 Shares to the Sellers (**Iron Bound Consideration Shares**).

The Company issued the Iron Bound Consideration Shares on 27 October 2025.

*Annual Fee and Milestone Payments*

The Company will pay an annual fee of \$10,000 on each anniversary of the Earn-in Agreement during the earn-in period. In addition, the Company will also make milestone payments to the Sellers either in cash or in Shares (at the election of the Company) upon publication of 2012 JORC-compliant Mineral Resource Estimates at the Iron Bound Prospect as follows:

- (i) \$50,000 for a 10,000 – 50,000 oz Au resource;
- (ii) \$100,000 for a 50,000 – 100,000 oz Au resource; and
- (iii) \$250,000 for a >100,000 oz Au resource.

On completion of the earn-in, the Company will issue a further 4,000,000 Shares to the Sellers.

*Joint Venture*

On completion of the earn-in, the Sellers will retain a 20% free-carried interest until the Company completes a pre-feasibility study or makes a decision to mine over 2012 JORC-compliant Mineral Resource Estimates at the Iron Bound Prospect.

If the Company or the Sellers' holding dilutes below 5%, the interest will automatically convert to a 1.5% net smelter royalty.

Refer to the Company's ASX announcement dated 23 October 2025 for further details on the Iron Bound Acquisition.

**1.3 Kanowna Acquisition – Resolutions 5**

**(a) Overview**

On 23 January 2025, the Company announced that it had entered into a Sale Agreement with Metal Hawk Limited (ACN 630 453 664) (**Metal Hawk**) (**Sale Agreement**) to acquire up to a 70% interest in the Kanowna East Gold Project (**Kanowna Acquisition**).

**(b) Sale Agreement terms**

*Transaction*



The Company will acquire up to a 70% interest in Kanowna East Gold Project.

On 23 January 2025, the Company announced the acquisition of its 70% interest in Kanowna East Gold Project.

#### *Consideration*

As consideration for the Kanowna Acquisition, the Company will pay Metal Hawk \$25,000 within seven days of execution of the Sale Agreement and the issue 20,000,000 Shares to Metal Hawk (**Kanowna Consideration Shares**) within 2 business days of satisfaction or waiver of the conditions of the Sale Agreement. All Kanowna Consideration Shares are subject to six months voluntary escrow.

The Company issued the Kanowna Consideration Shares on 12 June 2025 and were released from escrow on 12 December 2025.

#### *Milestone Payments*

Metal Hawk and TasEx Geological Services Pty Ltd (ACN129 133 615) entered into a term sheet dated 7 January 2019 (**Term Sheet**). As a result of the Sale Agreement, the Company has agreed to assume the obligations of Metal Hawk under the Term Sheet (to the extent of the Company's 70% interest in the Kanowna East Gold Project) and will make milestone payments to TasEx either in cash or in Shares (based on a 30 day VWAP) (at the election of the Company) upon publication of 2012 JORC-compliant Mineral Resource Estimates as follows:

- (i) \$500,000 for a 100,000 oz Au resource; and
- (ii) \$1,000,000 for a 500,000 oz Au resource.

#### *Joint Venture*

On completion, Metal Hawk will retain a 30% free-carried interest until the Company completes a pre-feasibility study (as defined in the 2012 JORC Code) for the Kanowna East Gold Project.

If the Company or Metal Hawk's holding dilutes below 5%, the interest will automatically convert to a 1.5% net smelter royalty.

Refer to the Company's ASX announcement dated 23 January 2025 for further details on the Kanowna Acquisition.

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## **2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PLACEMENT SHARES PURSUANT TO LISTING RULES 7.1 AND 7.1A**

### **2.1 General**

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 (and for all other purposes) of the prior issue of 96,281,129 Shares under the Placement pursuant to the Company's placement capacity under Listing Rule 7.1.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 (and for all other purposes) of the prior issue of 80,718,871 Shares under the Placement pursuant to the Company's placement capacity under Listing Rule 7.1A.

The Placement was announced on 8 December 2025. Refer to Section 1.1 for further details of the Placement.

Resolutions 1 and 2 are ordinary resolutions.

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

## **2.2 Listing Rules 7.1 and 7.1A**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that the Company is entitled to issue or agree to issue Equity Securities up to 15% of its issued share capital during any 12-month period, subject to specific restrictions, without needing prior Shareholder approval (**15% Placement Capacity**).

In addition to its 15% Placement Capacity, the Company obtained Shareholder approval pursuant to Listing Rule 7.1A at its 2025 annual general meeting to issue Equity Securities up to 10% of its issued share capital over a 12-month period after the Company's 2025 annual general meeting, without needing prior Shareholder approval (**10% Placement Capacity**).

The issue of the Placement Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% Placement Capacity and 10% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date.

## **2.3 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rules 7.1 or 7.1A and so does not reduce the company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. Accordingly, Resolutions 1 and 2 are seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Placement Shares.

If Resolution 1 or 2 is passed, the Placement Shares will be excluded in the Company's 15% Placement Capacity set out in Listing Rule 7.1 (for Resolution 1) and the 10% Placement Capacity set out in Listing Rule 7.1A (for Resolution 2), respectively, effectively increasing the number of Equity Securities it can issue without Shareholder approval for the 12 month period following the issue of the Placement Shares.

If Resolution 1 or 2 is not passed, the Placement Shares will be included in the Company's 15% Placement Capacity set out in Listing Rule 7.1 (for Resolution 1) and the 10% Placement Capacity set out in Listing Rule 7.1A (for Resolution 2), respectively, effectively decreasing the number of Equity Securities it can issue without Shareholder approval for the 12 month period following the issue of the Placement Shares.

## **2.4 Information required by Listing Rule 7.5**

The following information in relation to Resolutions 1 and 2 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Placement Shares were issued to professional and sophisticated investors who participated in the Placement and identified by the Lead

Manager and the Company as investors with an investment focus on resource companies. No Placement Shares were issued to any related party, Key Management Personnel, substantial shareholder or adviser of the Company or any of their associates;

- (b) a total of 177,000,000 Shares were issued under the Placement, of which:
  - (i) 96,281,129 Shares were issued under Listing Rule 7.1, ratification of which is sought under Resolution 1; and
  - (ii) 80,718,871 Shares were issued under Listing Rule 7.1A, ratification of which is sought under Resolution 2;
- (c) the Placement Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.
- (d) the Placement Shares were issued on 12 December 2025;
- (e) the Placement Shares have an issue price of \$0.005 per Share, raising a total of \$885,000 (before costs);
- (f) funds raised from the issue of the Placement Shares are intended to be used as detailed in Section 1.1 (b);
- (g) the Placement Shares were issued pursuant to commitment letters under which investors agreed to subscribe for Placement Shares at an issue price of \$0.005 per Share; and
- (h) a voting exclusion statement is included in this Notice for Resolutions 1 and 2.

## **2.5 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

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## **3. RESOLUTION 3 – ISSUE OF DIRECTOR SHARES TO MR RICHARD HILL**

### **3.1 General**

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 (and for all other purposes) to issue up to 3,000,000 Shares (at an issue price of \$0.005 per Share) to Mr Richard Hill (and/or his nominee(s)) pursuant to the Placement and on the same terms as unrelated participants.

The Placement was announced on 8 December 2025. Refer to Section 1.1 for further details of the Placement.

In accordance with Listing Rule 10.11, Shareholder approval is required for the issue of Equity Securities to a related party. Mr Richard Hill is a related party of the Company by virtue of being a Director.

The issue of the Director Shares to Mr Richard Hill does not fall within any of the exceptions to Listing Rule 10.11 and are, therefore, conditional upon Shareholder approval (which is being sought pursuant to Resolution 3).

Resolution 3 is an ordinary resolution.

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

### 3.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in section 210 to 216 of the Corporations Act.

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Richard Hill is a current Director, and thus a related party of the Company for the purposes of section 208 of the Corporations Act. The issue of the Director Shares to Mr Richard Hill (and/or his nominee(s)) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act.

The Board considers that the issue of the Director Shares to Mr Richard Hill (and/or his nominee(s)) under the Placement, in accordance with Resolution 3, falls under the arm's length exception in section 210 of the Corporations Act, as any participation in the Placement will be on the same terms as those offered to other investors, who are not related parties of the Company. Accordingly, Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act.

### 3.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

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

unless it obtains shareholder approval.

The issue of the Director Shares to Mr Richard Hill (and/or his nominee(s)) falls within paragraph (a) above (being Listing Rule 10.11.1), as Mr Richard Hill is a related party to the Company, and does not fall within any of the exceptions in Listing Rule 10.12. It, therefore, requires the approval of Shareholders under Listing Rule 10.11.

Resolution 3 seeks Shareholder approval to issue up to 3,000,000 Shares to Mr Richard Hill (and/or his nominee(s)) under Listing Rule 10.11 (and for all other purposes).

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Director Shares to Mr Richard Hill (and/or his nominee(s)) and pursuant to Listing Rule 7.2 (exception 14), the issue of the Director Shares will be excluded from the calculation of the number of Equity Securities that the Company may issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Shares to Mr Richard Hill (and/or his nominee(s)), and the Company will not be able to raise funds from issuing the Director Shares to Mr Richard Hill and may seek to raise them from alternate investors.

### **3.4 Specific information required by Listing Rule 10.13**

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Director Shares will be issued to Mr Richard Hill (and/or his nominee(s));
- (b) Mr Richard Hill falls within Listing Rule 10.11.1 as he is a related party of the Company by virtue of being a Director;
- (c) the maximum number of Shares to be issued to Mr Richard Hill is 3,000,000 Shares;
- (d) the Director Shares will be fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Director Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Director Shares will have an issue price of \$0.005 per Share, raising a total of \$15,000 (before costs);
- (g) funds raised from the issue of the Director Shares to Mr Richard Hill (and/or his nominee(s)) are intended to be used as detailed in Section 1.1 (b);
- (h) the Director Shares are not intended to remunerate or incentivise Mr Richard Hill;
- (i) the Director Shares were issued pursuant to commitment letters under which Mr Richard Hill agreed to subscribe for the Director Shares at an issue price of \$0.005 per Share; and
- (j) a voting exclusion statement is included in the Notice for Resolution 3.

### **3.5 Board recommendation**

The Board (excluding Mr Richard Hill) recommends that Shareholders vote in favour of Resolution 3.

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## **4. RESOLUTION 4 – RATIFICATION OF THE IRON BOUND CONSIDERATION SHARES PURSUANT TO LISTING RULE 7.1**

### **4.1 General**

As detailed in Section 1.2, the Company issued the Iron Bound Consideration Shares to the Sellers as consideration for the Iron Bound Acquisition.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 (and for all other purposes) of the prior issue of 4,000,000 Shares (in aggregate) to the Sellers pursuant to the Iron Bound Acquisition.

Resolution 4 is an ordinary resolution.

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

## **4.2 Listing Rules 7.1 and 7.4**

A summary of Listing Rule 7.1 is detailed in Section 2.2 and a summary of Listing Rule 7.4 is detailed in Section 2.3.

The issue of the Iron Bound Consideration Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% Placement Capacity, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

If Resolution 4 is passed, the Iron Bound Consideration Shares will be excluded in the Company's 15% Placement Capacity set out in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval for the 12 month period following the issue of the Iron Bound Consideration Shares.

If Resolution 4 is not passed, the Iron Bound Consideration Shares will be included in the Company's 15% Placement Capacity set out in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval for the 12 month period following the issue of the Iron Bound Consideration Shares.

## **4.3 Information required by Listing Rule 7.5**

The following information in relation to Resolution 4 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Iron Bound Consideration Shares were issued to Gold Earth Enterprises Pty Ltd and Mr Kenneth Hodges;
- (b) a total of 4,000,000 Shares were issued under the Iron Bound Acquisition, of which:
  - (i) 2,000,000 Shares were issued under Listing Rule 7.1 to Gold Earth Enterprises Pty Ltd, ratification of which is sought under Resolution 4; and
  - (ii) 2,000,000 Shares were issued under Listing Rule 7.1 to Mr Kenneth Hodges, ratification of which is sought under Resolution 4;
- (c) the Iron Bound Consideration Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares;
- (d) the Iron Bound Consideration Shares were issued on 27 October 2025;
- (e) the Iron Bound Consideration Shares were issued at a deemed issue price of \$0.007 per Share;

- (f) the Iron Bound Consideration Shares were issued as consideration for the Iron Bound Acquisition. Accordingly, no funds were raised from the issue of Iron Bound Consideration Shares;
- (g) a summary of the material terms of the Earn in Agreement is detailed in 1.2(b); and
- (h) a voting exclusion statement is included in this Notice for Resolution 4.

#### **4.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4.

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### **5. RESOLUTION 5 – RATIFICATION OF THE KANOWNA CONSIDERATION SHARES PURSUANT TO LISTING RULE 7.1**

#### **5.1 General**

As detailed in Section 1.3, the Company issued the Kanowna Consideration Shares to Metal Hawk Limited as consideration for the Kanowna Acquisition.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 (and for all other purposes) of the prior issue of 20,000,000 Shares to Metal Hawk Limited pursuant to the Kanowna Acquisition.

Resolution 5 is an ordinary resolution.

The Chair intends to exercise all available undirected proxies in favour of Resolution 5.

#### **5.2 Listing Rules 7.1 and 7.4**

A summary of Listing Rule 7.1 is detailed in Section 2.2 and a summary of Listing Rule 7.4 is detailed in Section 2.3.

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

If Resolution 5 is passed, the Kanowna Consideration Shares will be excluded in the Company's 15% Placement Capacity set out in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval for the 12 month period following the issue of the Kanowna Consideration Shares.

If Resolution 5 is not passed, the Kanowna Consideration Shares will be included in the Company's 15% Placement Capacity set out in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval for the 12 month period following the issue of the Kanowna Consideration Shares.

#### **5.3 Information required by Listing Rule 7.5**

The following information in relation to Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) the Kanowna Consideration Shares were issued to Metal Hawk Limited;

- (b) a total of 20,000,000 Shares were issued under the Kanowna Acquisition, of which ratification is sought under Resolution 5;
- (c) the Kanowna Consideration Shares are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.
- (d) the Kanowna Consideration Shares were issued on 12 June 2025;
- (e) the Kanowna Consideration Shares were issued at a deemed issue price of \$0.0097 per Share.
- (f) the Kanowna Consideration Shares were issued as consideration for the Kanowna Acquisition. Accordingly, no funds will be raised from the issue of Kanowna Consideration Shares pursuant to Resolution 5;
- (g) a summary of the material terms of the Sale Agreement is detailed in 1.3(b); and
- (h) a voting exclusion statement is included in this Notice for Resolution 5.

#### **5.4 Board recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5.



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## GLOSSARY

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**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 2.2

**15% Placement Capacity** has the meaning given in Section 2.2

**Alluvial Gold** means any Gold hosted within the first 6 metres below the natural surface of the land the subject of the Tenement and includes any other precious metal by-products (such as silver, platinum, palladium and rhodium) occurring in conjunction with such Gold.

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

**ASX Listing Rules** means the Listing Rules of ASX.

**AWST** means Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of Directors.

**Chair** means the chair of the Meeting.

**Company** means Accelerate Resources Limited (ACN 617 821 771).

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

**Defaulting Joint Venturer** means a Joint Venturer which has committed a breach of the Earn-in Agreement and has not remedied the breach.

**Development** means the development of a commercial Mining operation for Other Minerals.

**Directors** means the current directors of the Company.

**Director Shares** has the meaning given in Section 1.1(a).

**Earn-in Agreement** has the meaning given in 1.2(a).

**Equity Securities** has the meaning given in the ASX Listing Rules.

**Execution Date** means the date on which the Earn-in Agreement is executed by all parties.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Exploration** means searching for, discovery and delineation of commercial deposits of Other Minerals in the JV Area and the evaluation of such deposits, including prospecting, surface mapping, sampling, aerial mapping and reconnaissance, obtaining land access, heritage surveys and clearances, environmental studies, drilling, trenching and related field work, geophysical and geochemical testing, core sampling, assaying, exploration declines, test mining, analysis and evaluation of activities undertaken and results obtained, conducting preliminary feasibility studies, preparing Feasibility Study reports, and planning, supervising, administering and rehabilitating all activities undertaken, but does not include Development, Mining or Treatment.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Gold** means gold in any form and contained in any gold-bearing material, including ore, tailings and nuggets, and includes any associated precious metal by-products contained in gold-bearing material mined in accordance with Good Australian Mining Practice.

**Iron Bound Acquisition** has the meaning given in Section 1.2(a).

**Iron Bound Consideration Shares** has the meaning given in Section 1.2(b).

**Joint Venture Activities** means all Exploration activities involved in the acquisition, use, development, operation and maintenance of Joint Venture Property and all other activities, undertakings, and operations engaged in by the Joint Venturers under this agreement, but do not, unless otherwise agreed in writing, include Development, Mining, Treatment or the marketing or sale of Minerals.

**Joint Venture** means the unincorporated joint venture established by and under the Earn-in Agreement.

**Joint Venturer** means a party which holds a Joint Venture Interest, but does not include a party in its capacity as Manager.

**JV Area** means the area of the Tenement or such other area as is agreed in writing by all Joint Venturers.

**Kanowna Acquisition** has the meaning given in Section 1.3(a).

**Kanowna Consideration Shares** has the meaning given in Section 1.3(b).

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

**Lead Manager** has the meaning given in Section 1.1(a).

**Manager** means the Joint Venturer holding the largest Percentage Share or such other person or entity as may be engaged or appointed by the Management Committee as Manager from time to time under this agreement (for the avoidance of doubt, on formation of the Joint Venture, AX8 will be the initial Manager).

**Metal Hawk** has the meaning given in Section 1.3(a).

**Mineral** or **Minerals** has the meaning given to that term in the *Mining Act 1978* (WA).

**Mining** means all operations associated with the extraction of Ore of Other Minerals on a commercial basis, including pre stripping, and removal and disposal of overburden and waste, but does not include Exploration, Development or Treatment.

**Non-Defaulting Joint Venturer** means a Joint Venturer which is not a Defaulting Joint Venturer.

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

**Ore** means any Other Minerals or mixture of Other Minerals of intrinsic economic interest located in or on the Earth's crust at a concentration above background level;

**Other Minerals** means all Minerals other than Alluvial Gold.

**Percentage Share** means the percentage Joint Venture Interest which a Joint Venturer has in the Joint Venture in accordance with the Earn-in Agreement.

**Placement** has the meaning given in Section 1.1(a).

**Placement Shares** has the meaning given in Section 1.1(a).

**Proxy Form** means the proxy form accompanying the Notice.

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

**Sale Agreement** has the meaning given in Section 1.3(a).

**Section** means a section of the Explanatory Statement.

**Sellers** has the meaning given in 1.2(a).

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

**Shareholder** means a registered holder of a Share.

**Tenement** means the mining lease 25/359 and includes any lease, licence, claim, permit or other authority issued or to be issued under the *Mining Act 1978* (WA) on the application or authority of one or more of the Joint Venturers for the purposes of the Joint Venture which confers or may confer a right to prospect, explore for or mine any Mineral in the JV Area, or which may facilitate the enjoyment of such right, and includes any application for, and any extension, renewal, conversion, amalgamation, variation, replacement or substitution, in whole or in part, of any of those tenements.

**Treatment** means the processing, smelting, and refining of Ore of Other Minerals up to and including a product stage, and includes crushing, weighing, sampling, assaying, refining, treatment, transportation, handling, storage, loading and delivery of the of Other Minerals and its associated Ore, overburden and waste, but does not include Mining.

**VWAP** means volume weighted average price.

«EntityRegistrationDetailsLine1Envelope»  
«EntityRegistrationDetailsLine2Envelope»  
«EntityRegistrationDetailsLine3Envelope»  
«EntityRegistrationDetailsLine4Envelope»  
«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

## Your General Meeting Proxy Form



### Proxy Voting Instructions

#### Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

#### Step 1: Decide Who Will Be Your Proxy

You have two options:

##### OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

##### OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

**Important:** If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

#### Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

#### Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

#### Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
<b>Individual shareholder</b>	Sign your name.
<b>Joint shareholders</b>	All must sign.
<b>Corporate shareholder</b>	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
<b>Power of Attorney</b>	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
<b>Nominee/Custodian</b>	Sign by authorised signatory(s). Attach a custodial certificate to this form.



### Attending the Meeting

<b>Date and time</b>	Friday 30 January 2026 at 10.00am (AWST)
<b>Location</b>	Ground Floor, 16 Ord Street, West Perth Western Australia
<b>Arriving at the Meeting &amp; What to Bring</b>	<ul style="list-style-type: none"> <li>• Arrive early (15-30mins before the meeting time) to allow for registration</li> <li>• Go to the registration desk</li> <li>• Present your proxy form - helps with registration</li> <li>• Photo ID - may be required</li> <li>• Corporate Representative Form - if attending on behalf of a company</li> </ul>

### How to Lodge a Proxy



#### Online (Recommended Fastest)

##### Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.



##### Method 2: Go to Website

Visit: <https://investor.xcend.app/sha>

**Select:** Accelerate Resources Limited

**Enter HIN/SRN:** «AccountNumber»

**Enter Postcode:** if within Australia or

**Select Country:** if outside Australia

##### Method 3: Registered Users

Visit <https://investor.xcend.app>

Enter your username and password, then click voting

#### @ Email

- Scan your completed and signed proxy form
- Email to: [meetings@xcend.co](mailto:meetings@xcend.co)



#### Post

Mail your completed and signed proxy form to:

**Xcend Pty Ltd**

PO Box R1905

Royal Exchange NSW 1225

*Allow extra time for postal delivery*

**DEADLINE: Wednesday 28 January  
2026 at 10.00am (AWST)**  
*(48 hours before the meeting)*

SRN/HIN: «AccountNumber»

Registered Name & Address

«EntityRegistrationDetailsLine1Envelope»  
«EntityRegistrationDetailsLine2Envelope»  
«EntityRegistrationDetailsLine3Envelope»  
«EntityRegistrationDetailsLine4Envelope»  
«EntityRegistrationDetailsLine5Envelope»  
«EntityRegistrationDetailsLine6Envelope»

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form – Accelerate Resources Limited General Meeting January 2026

Appointment of Proxy

I/We, being member(s) of Accelerate Resources Limited ("Company") and entitled to attend and vote, hereby appoint:

The Chair of the Meeting  
(Mark box with an X)

OR

Name of Proxy (If you are NOT appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the General Meeting on Friday 30 January 2026 at 10.00am (AWST) at Ground Floor, 16 Ord Street, West Perth Western Australia (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

**The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions.**

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

Resolutions	For	Against	Abstain
1    Ratification of Placement Shares pursuant to Listing Rule 7.1	<div></div>	<div></div>	<div></div>
2    Ratification of Placement Shares pursuant to Listing Rule 7.1A	<div></div>	<div></div>	<div></div>
3    Issue of Placement Shares to Mr Richard Hill	<div></div>	<div></div>	<div></div>
4    Ratification of the Iron Bound Consideration Shares pursuant to Listing Rule 7.1	<div></div>	<div></div>	<div></div>
5    Ratification of the Kanowna Consideration Shares pursuant to Listing Rule 7.1	<div></div>	<div></div>	<div></div>

Please Sign and Return  
\* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
<div></div>	<div></div>	<div></div>
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
<div></div>	<div></div>	<div></div>
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.