17 November 2026

Dear Shareholder

2026 Annual General Meeting

On behalf of the Board, I am pleased to invite you to the 2026 Annual General Meeting (**AGM**) of Northam Resources Limited (**Northam** or the **Company**), to be held at **12:00 noon (AEDT) on Wednesday, 9 December 2026**.

The AGM will be held as a virtual meeting using Microsoft Teams, as permitted by clause 14.1(a) of the Company's Constitution. Shareholders can participate in the following ways:

- **Attend online.** Shareholders attending online will be able to hear the proceedings, ask questions and make comments (orally and in writing), and vote in real time. Please register by email to **info@northamresources.com** before the meeting. Full instructions are set out in the Notice of Meeting.
- **Vote by proxy before the meeting.** Complete and return the enclosed Proxy Form so that it is received no later than **12:00 noon (AEDT) on Monday, 7 December 2026** (48 hours before the AGM). Lodgement details are set out on the Proxy Form.
- **Submit questions in advance.** Written questions may be sent to the Company Secretary at info@northamresources.com before the AGM. Shareholders attending online will also be able to ask questions during the meeting.

Even if you plan to attend online, I encourage you to lodge a directed proxy and submit any questions in advance. If it becomes necessary to change the meeting arrangements, we will notify Shareholders by email and on the Company's website.

The Notice of Meeting is enclosed. The Company's 2026 Annual Report will be made available at www.northamresources.com, or sent in accordance with your communication election, once finalised.

The Board looks forward to your participation in the AGM.

Yours sincerely

Northam Resources Limited

NORTHAM RESOURCES LIMITED
ACN 619 335 321

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Northam Resources Limited will be held as follows:

Date	Wednesday, 9 December 2026
Time	09:00 am (AWST – Perth time) 12:00 noon (AEDT – Sydney time)
Format	Virtual meeting only, held using Microsoft Teams
Registration	Register by email to info@northamresources.com before the meeting, providing your full name as it appears on the register of members
Meeting link	https://teams.microsoft.com/meet/424197341105546?p=jzUuSBsDxx4FmdV7rc
Proxy deadline	12:00 noon (AEDT) on Monday, 7 December 2026

Your vote is important.

The business of the AGM affects your shareholding. This Notice of Meeting, including the Explanatory Statement and Proxy Form, should be read in its entirety. If you are in doubt about how to vote, you should consult your accountant, solicitor or other professional adviser before voting.

Shareholders are strongly encouraged to lodge a directed Proxy Form in accordance with the instructions in this Notice.

Defined terms used in this Notice are set out in the Glossary.

BUSINESS OF THE MEETING

Item 1 – Financial statements and reports

To receive and consider the financial report of the Company for the financial year ended 30 June 2026, together with the Directors' report, the Directors' declaration and the auditor's report.

No resolution is required for this item of business.

Item 2 – Resolution 1: Election of Director – Mr Scott Griffin

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

> *"That, for the purposes of clause 15.4 of the Constitution and for all other purposes, Mr Scott Griffin, a Director appointed by the Board who retires in accordance with clause 15.4 of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."*

Item 3 – Resolution 2: Election of Director – Mr Anthony Khouri

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

> *"That, for the purposes of clause 15.4 of the Constitution and for all other purposes, Mr Anthony Khouri, a Director appointed by the Board who retires in accordance with clause 15.4 of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."*

Item 4 - Resolution 3: Re-election of Director - Mr James Larkham

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

> *"That, for the purposes of clause 15.2 of the Constitution and for all other purposes, Mr James Larkham, a Director who retires in accordance with clause 15.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

By order of the Board

Northam Resources Limited

17 November 2026

VOTING AND PARTICIPATION INFORMATION

Virtual meeting

The AGM will be held using virtual meeting technology only, as expressly permitted by clause 14.1(a) of the Constitution and section 249R(c) of the Corporations Act. Shareholders attending using the virtual meeting technology are taken to be present at the meeting for all purposes. In accordance with clause 14.1(c)(iii) of the Constitution, The AGM is taken to be held at the registered office of the Company in New South Wales Australia where the time of the AGM will be 12:00 noon Sydney time.

The technology to be used is Microsoft Teams. To attend:

1. Register by email to info@northamresources.com before the meeting, providing your full name, address and shareholding entity so that your identity can be verified against the register of members.
2. Join the meeting using the link below at least 15 minutes before the start time to allow time for verification.
3. Follow the Chair's instructions on how to ask questions, make comments and vote.

Meeting link: https://teams.microsoft.com/meet/424197341105546?p=jzUuSBsDxx4FmdV7rc

Voting on each Resolution will be conducted by poll. Shareholders attending online will be able to vote during the AGM using the electronic voting form made available by the Company Secretary through the Microsoft Teams meeting. The identity of each attendee will be verified against the register of members before the attendee is admitted to the AGM. Questions and comments may be made orally using the Microsoft Teams audio function, or in writing using the chat function.

Technical difficulties

If technical difficulties arise during the AGM, the Chair may, in the Chair's discretion and subject to the Constitution and the Corporations Act, continue the meeting, adjourn it, or take other action the Chair considers appropriate. If the meeting is adjourned or the arrangements change, Shareholders will be notified by email. Shareholders are encouraged to lodge a directed proxy before the deadline even if they intend to attend online.

Voting entitlement

Persons who are registered as Shareholders at the time of the AGM are entitled to attend and vote.

How voting will be conducted

The Chair intends to call a poll on each Resolution. On a poll, each Shareholder present (in person online, or by proxy, attorney or corporate representative) has one vote for each Share held.

Each Resolution is an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolution are in favour.

Appointing a proxy

In accordance with section 249L(1)(d) of the Corporations Act, Shareholders are advised that:

- each Shareholder entitled to attend and vote at the AGM has a right to appoint a proxy;
- a proxy need not be a Shareholder and may be an individual or a body corporate; and
- a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the votes (section 249X(3)), and any fractions of votes are disregarded.

Shareholders and their proxies should be aware that, under section 250BB of the Corporations Act:

- a proxy who votes on a resolution must vote as directed;
- if the proxy is the Chair, the Chair must vote on a poll and must vote as directed; and
- if a directed proxy is not recorded as attending the meeting or does not vote on a poll, the Chair is taken to have been appointed as proxy for that resolution and must vote as directed (section 250BC).

Chair's voting intentions

Mr James Larkham is expected to chair the AGM. As Mr Larkham is standing for re-election under Resolution 3, he will vacate the chair in favour of another Director for that Resolution in accordance with clause 13.6 of the Constitution. The Chair of the Meeting intends to vote all available undirected proxies **in favour** of each Resolution. If you appoint the Chair as your proxy and wish to vote against, or abstain from voting on, a Resolution, you should mark the relevant box on the Proxy Form.

Lodging your Proxy Form

To be effective, a completed Proxy Form (and any power of attorney or other authority under which it is signed, or a certified copy) must be received by the Company no later than **12:00 noon (AEDT) on Monday, 7 December 2026**, being 48 hours before the AGM, by one of the following methods:

Email	info@northamresources.com
Post	PO Box 4758, NSW, 2224

Corporate representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, may appoint an individual to act as its representative at the AGM in accordance with section 250D of the Corporations Act. The representative should provide evidence of the appointment, including any authority under which it is signed, to info@northamresources.com before the AGM.

Questions from Shareholders

Shareholders may submit written questions relevant to the business of the AGM to the Company Secretary at info@northamresources.com. To allow time for questions to be addressed, please submit them by 5:00pm (AEDT) on Monday, 7 December 2026. Submitting questions in advance does not limit your right to ask questions at the meeting.

In accordance with sections 250S and 250T of the Corporations Act, the Chair will give Shareholders as a whole a reasonable opportunity at the AGM to ask questions about, or make comments on, the management of the Company and, if the auditor or its representative is present, to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The Chair will endeavour to address as many questions as reasonably practicable. Similar questions may be grouped together, and individual responses may not be provided.

Enquiries

For questions about the AGM, meeting access or technical support, please contact the Company Secretary at info@northamresources.com.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with information relevant to the business of the AGM. It should be read in conjunction with the Notice.

Resolutions 1, 2 and 3 are separate ordinary resolutions and will be voted on separately. Each requires more than 50% of the votes cast by Shareholders entitled to vote on the Resolution to be in favour. Clause 15.1 of the Constitution requires the Company to have at least three Directors. The Board currently comprises three Directors, so if any Resolution is not passed the Company will have fewer than the minimum number of Directors and the Board will need to appoint a further Director.

1. Financial statements and reports

In accordance with section 317 of the Corporations Act, the financial report, Directors' report and auditor's report of the Company for the financial year ended 30 June 2026 will be laid before the AGM. The reports are being finalised. Unaudited financial statements for the year will be presented at the AGM for information. If the audited reports are not available by the date of the AGM, this item of business will be adjourned and Shareholders will be notified when they are available. Shareholders are not required to vote on these reports.

The reports will be made available at www.northamresources.com or on request to the Company Secretary, once finalised.

At the AGM, Shareholders will have a reasonable opportunity to:

(a) ask questions about, or make comments on, the reports and the management of the Company; and

(b) if the auditor or its representative is present, ask the auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

2. Resolution 1 – Election of Director – Mr Scott Griffin

2.1 Background

Clause 15.4 of the Constitution provides that a person appointed by the Directors as a Director holds office only until the next annual general meeting and is then eligible for election.

Mr Griffin was appointed as a Director by the Board on 1 July 2026. In accordance with clause 15.4, Mr Griffin retires at this AGM and, being eligible, offers himself for election.

2.2 About Mr Griffin

Mr Griffin is a corporate adviser with a background in accounting and professional services. He has experience in capital raising and corporate funding across the resources and technology sectors, supporting businesses with their financing requirements and growth objectives.

2.3 Directors' recommendation

The Directors (other than Mr Griffin, who abstains from making a recommendation given his personal interest in the outcome) unanimously recommend that Shareholders vote **in favour** of Resolution 1.

3. Resolution 2 – Election of Director – Mr Anthony Khouri

3.1 Background

Clause 15.4 of the Constitution provides that a person appointed by the Directors as a Director holds office only until the next annual general meeting and is then eligible for election.

Mr Khouri was appointed as a Director by the Board on 1 July 2026. In accordance with clause 15.4, Mr Khouri retires at this AGM and, being eligible, offers himself for election.

3.2 About Mr Khouri

Mr Khouri is a business leader with experience in establishing, managing and successfully exiting businesses. He brings a practical understanding of business development, commercial strategy and operational management, with a focus on identifying opportunities, building sustainable businesses and creating shareholder value.

3.3 Directors' recommendation

The Directors (other than Mr Khouri, who abstains from making a recommendation given his personal interest in the outcome) unanimously recommend that Shareholders vote **in favour** of Resolution 2.

4. Resolution 3 - Re-election of Director - Mr James Larkham

4.1 Background

Clause 15.2 of the Constitution provides that an election of Directors must take place each year and that no Director (other than a Managing Director) may hold office for a period in excess of three years, or beyond the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. Directors appointed by the Board under clause 15.4 are not taken into account in determining the Directors who retire by rotation.

Mr Larkham has been a Director since 9 July 2018 and was last re-elected by Shareholders at the annual general meeting held on 28 November 2023. In accordance with clause 15.2, Mr Larkham retires at this AGM and, being eligible, offers himself for re-election.

4.2 About Mr Larkham

Mr Larkham is a chartered Civil Engineering and is a member of the Australian Institute of Company Directors. He has extensive operational experience with tier one mining and infrastructure companies.

4.3 Directors' recommendation

The Directors (other than Mr Larkham, who abstains from making a recommendation given his personal interest in the outcome) unanimously recommend that Shareholders vote **in favour** of Resolution 3.

GLOSSARY

In this Notice of Meeting, the following terms have the following meanings:

AEDT	Australian Eastern Daylight Time, as observed in Sydney, New South Wales.
AGM, Annual General Meeting or Meeting	The annual general meeting of the Company convened by this Notice.
AWST	Australian Western Standard Time, as observed in Perth, Western Australia.
Board	The board of Directors of the Company.
Chair	The chair of the AGM.
Company or Northam	Northam Resources Limited (ACN 619 335 321).
Constitution	The constitution of the Company.
Corporations Act	The *Corporations Act 2001* (Cth).
Corporations Regulations	The *Corporations Regulations 2001* (Cth).
Directors	The directors of the Company from time to time.
Explanatory Statement	The explanatory statement forming part of this Notice.
Notice or Notice of Meeting	This notice of annual general meeting, including the Explanatory Statement and the Proxy Form.
Proxy Form	The proxy form accompanying this Notice.
Resolution	A resolution set out in this Notice.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A registered holder of a Share.

NORTHAM RESOURCES

Proxy Form

Northam Resources Limited | ACN 619 335 321

Annual General Meeting – 12:00 noon (AEDT), Wednesday, 9 December 2026 (virtual meeting via Microsoft Teams)

Lodgement deadline: 12:00 noon (AEDT) on Monday, 7 December 2026. Return to info@northamresources.com, or by post to PO Box 4758, NSW, 2224.

STEP 1 Shareholder details

Registered name(s): _____

Address: _____

Shareholder reference / number of Shares held: _____

STEP 2 Appoint a proxy

I/We, being a Shareholder/Shareholders of the Company entitled to attend and vote at the AGM, appoint:

☐	**the Chair of the Meeting** OR
☐	the following person or body corporate (if not the Chair of the Meeting):

Name of proxy: _____

or, if no person or body corporate is named, or the named proxy does not attend, the Chair of the Meeting, as my/our proxy to act generally at the AGM on my/our behalf and to vote in accordance with the directions below (or, if no directions are given, as the proxy sees fit, to the extent permitted by law) at the AGM and at any adjournment or postponement of the AGM.

Chair's voting intentions: The Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

Appointing a second proxy: I/We wish to appoint a second proxy and this form relates to ☐ _____ % of my/our voting rights OR ☐ _____ Shares. (Complete a separate Proxy Form for each proxy.)

STEP 3 Voting directions

Please mark one box only for each Resolution. If you mark the Abstain box, you are directing your proxy not to vote on that Resolution, and your votes will not be counted in computing the required majority.

Resolution	For	Against	Abstain
1 Election of Director – Mr Scott Griffin	☐	☐	☐
2 Election of Director – Mr Anthony Khouri	☐	☐	☐
3 Re-election of Director - Mr James Larkham	☐	☐	☐

STEP 4 Signature of Shareholder(s) – this section must be completed

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary / Director	Director / Company Secretary	Date: ____ / ____ / 2026

Companies must sign in accordance with section 127 of the Corporations Act. If signed under power of attorney, attach the authority (or a certified copy) unless already noted by the Company.

INSTRUCTIONS FOR COMPLETING THE PROXY FORM

1. **Appointing a proxy.** A Shareholder entitled to attend and vote at the AGM may appoint a proxy. A proxy need not be a Shareholder and may be an individual or a body corporate. If you wish to appoint the Chair of the Meeting, mark the relevant box in Step 2. If you wish to appoint someone else, insert their name in Step 2.
2. **Two proxies.** A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy may exercise. If the appointments do not specify the proportion or number, each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be completed for each proxy.
3. **Voting directions.** You may direct your proxy how to vote by marking one box for each Resolution. If you do not mark any box for a Resolution, your proxy may vote as they choose, subject to the Corporations Act. If you mark more than one box for a Resolution, your vote on that Resolution will be invalid.
4. **Signing instructions.**
   (a) *Individual:* the Shareholder must sign personally or by a duly authorised attorney.
   (b) *Joint holding:* where Shares are held jointly, any one of the joint holders may sign.
   (c) *Company:* the Proxy Form must be executed in accordance with section 127 of the Corporations Act – that is, by two Directors, by a Director and a Company Secretary, or, for a proprietary company with a sole Director who is also the sole Company Secretary, by that person – or otherwise in accordance with the company's constitution, or by a duly authorised attorney.
5. **Power of attorney.** If the Proxy Form is signed under a power of attorney, the original power of attorney or a certified copy must accompany the Proxy Form, unless it has previously been noted by the Company.
6. **Corporate representatives.** A body corporate may appoint an individual to act as its representative under section 250D of the Corporations Act. Evidence of the appointment should be provided to the Company before the AGM.
7. **Lodgement.** To be effective, the Proxy Form and any authority under which it is signed must be received by the Company no later than 12:00 noon (AEDT) on Monday, 7 December 2026, being 48 hours before the AGM, by email or post using the details in this Proxy Form. Proxy Forms received after that time will be invalid.
8. **Joint holders voting.** If more than one joint holder votes, whether personally or by proxy, attorney or representative, only the vote of the joint holder whose name appears first in the register of members will be counted.
9. **Rights of proxy.** Unless this Proxy Form provides otherwise, a proxy has the same rights as the Shareholder to speak at the AGM, to demand or join in demanding a poll, and to act generally at the AGM. The appointment of a proxy does not prevent a Shareholder from attending and voting at the AGM; however, if the Shareholder votes on a Resolution, the proxy is not entitled to vote on that Resolution as the Shareholder's proxy.
10. **Scope of authority.** Unless this Proxy Form provides otherwise, the appointment of a proxy confers authority:
    (a) even if this Proxy Form gives directions on specific Resolutions, to vote on any amendment to a Resolution, on any motion that a Resolution not be put or any similar motion, and on any procedural motion, including a motion to elect the Chair, to vacate the chair or to adjourn the meeting, and to act generally at the AGM; and
    (b) to attend and vote at any adjourned or postponed meeting, or at a meeting held at a different time or place or using different technology.