
BRYAH RESOURCES LIMITED
ACN 616 795 245
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00 AM (WST)
DATE: 17 September 2025
PLACE: 191B Carr Place
LEEDERVILLE WA 6007

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

This Notice of Meeting and Explanatory Statement 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 5:00 PM (WST) on 15 September 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES – ROYALTY ACQUISITION

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, Shareholders ratify the issue of 100,000,000 Shares to Luke Patrick Innes as Trustee of the Luke Innes Services Trust on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES – GLOBEX MINING ENTERPRISES INC

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, Shareholders ratify the issue of 30,245,676 Shares to Globex Mining Enterprises Inc on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A

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, Shareholders ratify the issue of 28,333,333 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4: APPROVAL TO ISSUE PROPOSED PLACEMENT SHARES

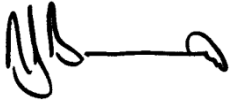
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 7.1 approval is given for the Company to issue up to 200,000,000 Shares to the Proposed Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

DATED: 12 AUGUST 2025

By order of the Board

A handwritten signature in black ink, consisting of a stylized 'NB' followed by a horizontal line and a small flourish at the end.

**Neville Bassett
Company Secretary**

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 - Ratification of prior issue of Shares	A person (or persons) who participated in the issue of the Shares (namely <i>Luke Patrick Innes as Trustee for the Luke Innes Services Trust</i>) or an associate of that person (or those persons).
Resolution 2 – Ratification of prior issue of Shares	A person (or persons) who participated in the issue of the Shares (namely <i>Globex Mining Enterprises Inc</i>) or an associate of that person (or those persons).
Resolution 3 – Ratification of prior issue of Shares (Listing Rule 7.1A)	A person (or persons) who participated in the issue of the Shares (namely <i>the Placement Participants</i>) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Proposed Placement Shares	The Proposed Placement Participants or any other person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Voting in person

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 of the Company will need to verify your identity.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9321 0001.

EXPLANATORY STATEMENT

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.

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES – ROYALTY ACQUISITION

1.1 General

On 2 July 2025, the Company issued 100,000,000 Shares to *Luke Patrick Innes as Trustee of the Luke Innes Services Trust* as consideration for the purchase of a 0.75% net smelter royalty over two Mining Leases and four Exploration Licences by Bryah's wholly owned subsidiary West Coast Minerals Pty Ltd. Refer ASX announcement dated 3 July 2025 titled '*Mineral Royalty Purchased by Subsidiary of Bryah Resources*'.

The Shares were issued under the Company's existing placement capacity under Listing Rule 7.1. Accordingly, Shareholder approval for the issue of the Shares was not required.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

1.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. The issue of the Shares the subject of Resolution 1 did not fit within any of the specified exceptions and so were issued within the Company's 15% annual placement limit under Listing Rule 7.1.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The issue of Shares the subject of Resolution 1 did not breach Listing Rule 7.1 at the time the issue occurred.

The Company wishes to retain as much flexibility as possible to issue Equity Securities in the future without the requirement to obtain prior Shareholder approval. To this end, Resolution 1 seeks Shareholder ratification for the issue of the Shares under and for the purposes of Listing Rule 7.4.

1.3 Information required by Listing Rule 14.1A

If Resolution 1 is approved, the Shares the subject of Resolution 1 will be treated as if they were issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following their issue.

If Resolution 1 is not approved, the Shares the subject of Resolution 1 will count

towards the number of Equity Securities the Company can issue without Shareholder approval pursuant to the 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following their issue.

1.4 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) **The names of the persons to whom the securities were issued**

Luke Innes as trustee of the Luke Innes Services Trust, a non-related party of the Company.

(b) **Number and class of securities issued**

100,000,000 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(c) **Date of issue of Securities**

The Shares were issued on 2 July 2025.

(d) **Price or other consideration**

The Shares were issued as consideration for the purchase of a 0.75% net smelter royalty over two Mining Leases and four Exploration Licences. The Company did not receive any monetary consideration from the issue.

(e) **The purpose of the issue**

In consideration for the purchase of a 0.75% net smelter royalty over two Mining Leases and four Exploration Licences. Refer ASX announcement dated 3 July 2025 titled '*Mineral Royalty Purchased by Subsidiary of Bryah Resources*'.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Company entered into a Deed of Assignment and Assumption for the purchase of the 0.75% royalty over mining leases M51/1087 and M51/1088, in addition to exploration licences E52/3236, E52/3237, E52/3238 and E52/3240.

The Deed of Assignment and Assumption is a standard agreement for the assignment of a royalty and other than as outlined herein there are no other material terms.

(g) A voting exclusion statement is included in the Notice.

1.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacities under Listing Rule 7.1 and give the Company the flexibility to raise additional capital through the offer and issue of Equity Securities, if and as required.

2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE OF SHARES – GLOBEX MINING ENTERPRISES INC

2.1 General

On 22 July 2025, the Company issued 30,245,676 Shares as part consideration for the initial payment due on execution of a formal agreement for the acquisition of the Golden Pike Gold Project mineral claim in New Brunswick, Canada. Refer to ASX announcements dated 21 May 2025 titled 'Acquisition of Advanced High-Grade Gold Project', 16 June 2025 titled 'Golden Pike Option Extension' and 11 July 2025 titled 'Option Exercised to Acquire High-Grade Canadian Gold Project' and 22 July 2025 titled 'Contract Signed for Golden Pike Project'.

The material terms of the agreement are as outlined in the ASX announcements dated 21 May 2025 and 22 July 2025 referred to above and are summarised below.

The consideration for the acquisition is payable in Canadian Dollars in accordance with the following schedule:

Staged Payment Milestones	Cash Component	Share Component	Total Amount
On execution of the Option Terms Sheet (paid)	\$20,000	nil	\$20,000
On execution of the finalised agreement (the subject of Resolution 2)	\$80,000	\$200,000	\$280,000
Eleven (11) months after the agreement date	\$100,000	\$200,000	\$300,000
Two (2) years after the agreement date	\$200,000	\$200,000	\$400,000
Three (3) years after the agreement date	\$300,000	\$500,000	\$800,000

All amounts in Canadian dollars

The Company will also fund a minimum of \$3,000,000 in exploration expenditure on the mineral claim. The minimum exploration expenditure shall be incurred as follows:

- (a) Within the first 11 months, a minimum exploration expenditure of \$500,000, any excess shall be applied to subsequent expenditure periods;
- (b) Within the second year, a minimum exploration expenditure of \$500,000 less any expenditure from the prior period, with any excess to be applied to subsequent expenditure periods;
- (c) Within the third year, a minimum exploration expenditure of \$1,000,000 less any excess expenditure from prior periods, with any excess to be applied to subsequent expenditure periods; and
- (d) Within the fourth year, a minimum exploration expenditure of \$1,000,000 less any excess expenditure from the prior periods.

The Company may withdraw from the acquisition at any time subject to ensuring that it has satisfied the minimum requirements for exploration expenditure for the year in which the Company withdraws.

The transfer of the mineral claim to the Company will occur after payment of all

consideration and completion of the minimum exploration expenditure, at which time Globex Mining Enterprises Inc shall deliver all documentation necessary to transfer its 100% legal and beneficial interest in the mineral claim and for the royalty to be registered in Canada.

The Company will also be required to pay a 2% gross metal royalty for the production of the first 20,000 oz precious metals from the mineral claim and a 3% gross metal royalty past 20,000 oz precious metals, calculated as a percentage of the metal or mineral (final product) delivered directly by a refinery or processing plant with no deductions to Globex Mining Enterprises Inc.

Any time before the production of 20,000 oz precious metals from the mineral claim, the Company has the right to buy back 1% of the 3% royalty from Globex Mining Enterprises Inc for \$1,000,000.

The Shares were issued under the Company's existing placement capacity under Listing Rule 7.1. Accordingly, Shareholder approval for the issue of the Shares was not required.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

2.2 Listing Rules 7.1 and 7.4

The regulatory requirements relevant to a ratification of the prior issue of Equity Securities are outlined in Section 1.2 above.

The issue of Shares the subject of Resolution 2 did not breach Listing Rule 7.1 at the time the issue occurred.

2.3 Information required by Listing Rule 14.1A

If Resolution 2 is approved, the Shares the subject of Resolution 2 will be treated as if they were issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following their issue.

If Resolution 2 is not approved, the Shares the subject of Resolution 2 will count towards the number of Equity Securities the Company can issue without Shareholder approval pursuant to the 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following their issue.

2.4 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 2:

(a) The names of the persons to whom the securities were issued

Globex Mining Enterprises Inc, a non-related party of the Company.

(b) Number and class of securities issued

30,245,676 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(c) **Date of issue of Securities**

The Shares were issued on 22 July 2025.

(d) **Price or other consideration**

The Shares were issued as part consideration for the initial payment due on execution of a formal agreement for the acquisition of the Golden Pike Gold Project mineral claim in New Brunswick, Canada. Refer to Section 2.1 above. The Company did not receive any monetary consideration from the issue.

(e) **The purpose of the issue**

Part consideration for the initial payment due on execution of a formal agreement for the acquisition of the Golden Pike Gold Project mineral claim in New Brunswick, Canada. Refer to Section 2.1 above.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The material terms of the agreement for the acquisition of the Golden Pike Gold Project mineral claim are outlined in Section 2.1 above.

(g) A voting exclusion statement is included in the Notice.

2.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 2 as it will refresh the Company's issuing capacities under Listing Rule 7.1 and give the Company the flexibility to raise additional capital through the offer and issue of Equity Securities, if and as required.

3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1A

3.1 General

On 23 July 2025, the Company issued 28,333,333 Shares at an issue price of \$0.006 per Share to raise \$170,000 (before associated costs) (**Placement**). Refer to ASX announcement dated 22 July 2025 titled 'Bryah to Raise \$170,000 in Private Placement' for further details in relation to the Placement.

The Shares were issued under the Company's existing placement capacity under Listing Rule 7.1A. Accordingly, Shareholder approval for the issue of the Shares was not required.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Shares.

3.2 Listing Rules 7.1A and 7.4

As summarised in Section 1.2, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2024.

Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made without approval under Listing Rule 7.1 and provided that the previous issue did not breach Listing Rule 7.1 those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The issue of Shares the subject of Resolution 3 did not breach Listing Rule 7.1 at the time the issue occurred.

The Company wishes to retain as much flexibility as possible to issue Equity Securities in the future within the limits of Listing Rules 7.1 and 7.1A up to its 15% and 10% placement capacity, respectively, without the requirement to obtain prior Shareholder approval. To this end, Resolution 3 seeks Shareholder ratification for the issue of the Shares under and for the purposes of Listing Rule 7.4.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is approved, the Shares the subject of Resolution 3 will be treated as if they were issued with the prior approval of Shareholders for the purposes of calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder ratification over the 12-month period following their issue.

If Resolution 3 is not approved by the requisite majority, the Shares the subject of Resolution 3 will count towards the number of Equity Securities the Company can issue without Shareholder approval pursuant to the 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following their issue.

3.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Placement:

(a) The names of the persons to whom the securities were issued

The Shares were issued to non-related party investors identified by the Company, who were "Sophisticated Investors" within the meaning of section 708(8) of the Corporations Act or other investors to whom the Company may issue securities without a disclosure document pursuant to section 708 of the Corporations Act (**the Placement Participants**). The recipients were identified through a bookbuild process, which involved the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:

- (i) related parties of the Company, members of the Company's Key

Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and

(ii) issued more than 1% of the issued capital of the Company.

(b) **Number and class of securities issued**

28,333,333 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(c) **Date of issue of Securities**

The Shares were issued on 23 July 2025.

(d) **Price or consideration**

The Shares were issued at an issue price of \$0.006 per Share.

(e) **The purpose of the issue**

Funds raised from the Placement will primarily be applied to:

(i) Environmental and mining studies, and field work on the Golden Pike Gold and Antimony Project; and

(ii) general working capital.

(f) A voting exclusion statement is included in the Notice.

3.5 **Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 3 as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional capital through the offer and issue of Equity Securities, if and as required.

4. **RESOLUTION 4: APPROVAL TO ISSUE PROPOSED PLACEMENT SHARES**

4.1 **General**

Background

Resolution 4 seeks Shareholder approval for the issue of up to 200,000,000 Shares (**Proposed Placement Shares**) pursuant to a placement (**Proposed Placement**).

The Shares will be issued under the Proposed Placement at an issue price which is not less than 80% of the volume weighted average price for Shares calculated over the five trading days on which trades in Shares are recorded on the ASX immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Proposed Placement Shares (**Issue Price**).

4.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is set out in Section 1.2 above.

The proposed issue of the Proposed Placement Shares does not fall within any of the exceptions to Listing Rule 7.1. Whilst the number of the Proposed Placement

Shares may not exceed the 15% limit in Listing Rule 7.1 at the time the Proposed Placement is undertaken, the Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Proposed Placement Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on the issue of Equity Securities without shareholder approval set out in Listing Rule 7.1.

4.3 Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Proposed Placement Shares. In addition, the issue of the Proposed Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Proposed Placement Shares.

If Resolution 4 is not passed, the Company will only be able to proceed with the issue of the Proposed Placement Shares to the extent of its available capacity under Listing Rule 7.1 and 7.1A at the time the Proposed Placement is undertaken. The issue will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for 12 months following the issue.

As summarised in Section 3.2, under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit in Listing Rule 7.1 by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 28 November 2024. It is noted that the Company's ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A for issues of equity securities following this Meeting remains conditional on Resolution 3 being passed at this Meeting. It is further noted that the approval of the additional 10% placement capacity will expire on 28 November 2025 or the date of Company's next annual general meeting, whichever occurs first. The Company will be required to seek re-approval of the ability to utilise the additional 10% capacity provided for in Listing Rule 7.1A at the Company's next annual general meeting.

4.4 Information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Resolution 4:

(a) **The names of the persons to whom the securities will be issued to**

The Proposed Placement Shares will be issued to:

- (i) professional and sophisticated investors who commit to subscribe for Proposed Placement Shares made available under the Proposed Placement; or
- (ii) one or more cornerstone investors who are secured and commit to subscribe for all, or a large portion of, the Proposed Placement Shares made available under the Proposed Placement; or
- (iii) a combination of both,

(the **Proposed Placement Participants**).

(b) **Number and class of securities to be issued**

The maximum number of Shares to be issued is 200,000,000. The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(c) **Date of issue**

The Proposed Placement Shares will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).

(d) **Price or consideration**

The issue price of the Shares will be not less than 80% of the volume weighted average price for Shares calculated over the five trading days on which trades in Shares are recorded on the ASX immediately before the date on which the issue price is agreed by the Company and the recipients of the relevant Proposed Placement Shares.

(e) **The purpose of the issue**

The purpose of the issue is to raise funds to be used for the Company's Golden Pike Project in Canada and West Bryah Copper Project in Western Australia and for working capital.

(f) A voting exclusion statement is included in the Notice.

4.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4 to enable the Company to raise funds for its projects and working capital.

GLOSSARY

\$ means Australian dollars.

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

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Bryah Resources Limited (ACN 616 795 245).

Constitution means the Company's constitution.

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

Deed of Assignment and Assumption means the Deed of Assignment and Assumption between Luke Innes as Trustee of the Luke Innes Services Trust (ABN 59 922 508 787), Bryah Resources Limited (ACN 616 795 245) and West Coast Minerals Pty Ltd (ACN 652 489 319) dated 2 July 2025.

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Placement means the placement of 28,333,333 new shares at an issue price of \$0.006 per share, to raise \$170,000 (before costs).

Placement Participants has the meaning set out in Section 4(a).

Proposed Placement has the meaning set out in Section 4.1.

Proposed Placement Participants has the meaning set out in Section 4.4(a), being sophisticated and professional investors who are expected to participate in the Proposed Placement.

Proposed Placement Shares has the meaning set out in Section 4.1.

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.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 15 September 2025**, 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://investor.automic.com.au/#/loginsah> 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)

AUTOMIC

BYH

[illegible]

STEP 2 - Your voting direction

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

Securityholder 3

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Director / Company Secretary

[illegible]

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