



Croydon Critical Minerals Limited

ACN 067 519 779

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Friday 28 November 2025

Time of Meeting: 2.00pm AWST

Place of Meeting: Consilium Corporate Offices, Second Floor, 22 Mount Street, Perth WA 6000

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+ 61 8) 6188 8181.

IMPORTANT INFORMATION

VENUE AND TIME OF MEETING

The Annual General Meeting of the Shareholders of Croydon Critical Minerals Limited which this Notice of Annual General Meeting relates to will be held at the offices of Consilium Corporate, Second Floor, 22 Mount Street, Perth on Friday 28 November 2025 commencing at 2.00pm AWST.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm AWST on Wednesday 26 November 2025.

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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean 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.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Croydon Critical Minerals Limited ACN 067 519 779 will be held at the Consilium Corporate Offices, Second Floor, 22 Mount Street, Perth on Friday 28 November 2025 commencing at 2.00pm AWST.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the person eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm AWST on 26 November 2025.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the declaration of the Directors, the Directors' Report and the Auditor's Report for that financial year.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR THOMAS FERMANIS

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

"That for the purpose of clause 15.2 of the Constitution and for all other purposes, Mr Thomas Fermanis, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LAWRENCE LEE

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

"That for the purpose of clause 15.2 of the Constitution and for all other purposes, Mr Lawrence Lee, a Director, retires by rotation, and being eligible, is re-elected as a Director of the Company."

4. RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

"That, pursuant to section 327B of the Corporations Act for all other purposes, Criterion Audit Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company."

5. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special resolution**:

"That the proportional takeover provisions contained in clause 37 of the Company's Constitution be renewed for a further period of three years commencing from the date of this Annual General Meeting."

DATED: 31 OCTOBER 2025

BY ORDER OF THE BOARD

**DAMON COX
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Consilium Corporate, Second Floor, 22 Mount Street, Perth on Friday 28 November 2025 commencing at 2.00pm AWST.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2025 together with the Declaration of the Directors, the Directors' Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.cratergold.com.au

2. RESOLUTIONS 1 AND 2 – RE-ELECTION OF DIRECTORS

Clause 15.2 of the Constitution requires that at the Company's Annual General Meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A Director who retires by rotation under clause 15.2 of the Constitution is eligible for re-election.

The Company currently has five Directors and accordingly two must retire. Mr Russell Parker is the Managing Director, and is therefore exempt from the requirement to retire from office and seek re-election.

Mr Thomas Fermanis and Mr Lawrence Lee, being the two directors longest in office since their last election, will both retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

Mr Thomas Fermanis

Mr Fermanis has been a Director of the Company since 2 November 2009 and was appointed Deputy Chairman on 1 April 2015.

Mr Fermanis has extensive experience in stockbroking and has been an advisor since 1985 with extensive experience in the resources sector. He has been involved in gold exploration in Papua New Guinea for a number of years.

Mr Fermanis, will retire in accordance with clause 15.2 of the Constitution and being eligible, seeks election from Shareholders.

The Board supports the re-election of Mr Fermanis as a Director of the Company, and recommends (with Mr Fermanis abstaining) that Shareholders vote in favour of Resolution 1.

Mr Lawrence Lee

Mr Lee has been a Director of the Company since 6 June 2014.

Mr Lee has over 25 years of experience in finance, corporate finance, management, auditing and accounting. He worked in an international accounting firm for several years and has worked as group financial controller, chief financial officer and Director of listed companies on the Hong Kong Stock Exchange for over 10 years.

Mr Lee is a member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.

Mr Lee will retire in accordance with clause 15.2 of the Constitution and being eligible, seeks election from Shareholders.

The Board supports the re-election of Mr Lee as a Director of the Company, and recommends (with Mr Lee abstaining) that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPOINTMENT OF AUDITOR

Resolution 3 seeks approval to appoint Criterion Audit Pty Ltd as auditor of the Company and to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company.

On 8 November 2024, pursuant to section 327C(1) of the Corporations Act 2001, Criterion Audit Pty Ltd (Criterion) was appointed as auditor of the Company to fill vacancy following ASIC's consent to resignation of RSM Australia Partners in accordance with section 329(5) of the Corporations Act 2001.

Under section 327C(2) of the Corporations Act 2001, an auditor who has been appointed under section 327C(1) of the Act only holds office until the Company's next Annual General Meeting. The Company is then required to obtain shareholder approval to appoint an auditor at the next Annual General Meeting in accordance with section 327B(1) of the Corporations Act 2001.

Pursuant to section 328B of the Act, the Company has received a valid notice nominating Criterion to be appointed as the new auditor of the Company. A copy of this notice of nomination is set out in Annexure A of this Notice of Meeting.

Criterion has provided to the Company its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act 2001.

Accordingly, shareholder approval is being sought to appoint Criterion as the Auditor of the Company.

The Board supports the appointment of Criterion as auditor of the Company, and recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

Resolution 4 seeks Shareholders approval for the renewal of the proportional takeover provisions which are contained in clause 37 of the Company's Constitution. A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Under the Corporations Act, the provisions in clause 37 must be renewed every three years, or they will cease to have effect.

The current provisions were adopted when a replacement company constitution was approved by shareholders on 29 November 2022. Accordingly, the provisions will expire at the 2025 annual general meeting of Shareholders.

The Board supports the renewal of the proportional takeover provisions, and recommends that Shareholders vote in favour of Resolution 4.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
 - (b) lost opportunity to sell a portion of their Shares at a premium; and
 - (c) the likelihood of a proportional takeover bid succeeding may be reduced.
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ENQUIRIES

Shareholders may contact the Company Secretary on (+ 61 8) 6188 8181 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

AWST means Australian Western Standard Time.

ASIC means the Australian Securities and Investments Commission.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Croydon Critical Minerals Limited ACN 067 519 779.

Constitution means the Company's constitution, as amended from time to time.

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

Corporations Regulations means *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Notice of Meeting means this Notice of Annual General Meeting.

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

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

ANNEXURE A - NOMINATION OF AUDITOR

15 October 2024

The Board of Directors
Crater Gold Mining Limited
Second Floor, 22 Mount Street
Perth WA 6000

Dear Sirs

Nomination of Auditor

We, Sung Life Enterprises Pty Ltd, being a member of Crater Gold Mining Limited (ACN 067 519 779) (the Company), hereby nominate Criterion Audit Pty Ltd as the auditor of the Company at the upcoming Annual General Meeting of the Company, or any adjournment thereof.

We request that a copy of this nomination be sent to:

1. Criterion Audit Pty Ltd; and
2. All persons entitled to receive notice of meetings of the Company

Your faithfully

Signed:



Matthew O'Kane
Director, Sung Life Enterprises Pty Ltd