
ARIKA RESOURCES LIMITED
ACN 086 839 992
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00AM (WST)
DATE: 12 February 2026
PLACE: Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

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

This Notice 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 4:00PM (WST) on 10 February 2026.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 134,902,808 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF TRANCHE 1 PLACEMENT 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 and for all other purposes, Shareholders ratify the issue of 72,597,202 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 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 and for all other purposes, approval is given for the Company to issue 4,250,000 Shares to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR JUSTIN BARTON

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Shares to Justin Barton (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR ROGER STEINEPREIS

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 20,833,333 Shares to Roger Steinepreis (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR STEVEN WOOD

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 833,333 Shares to Steven Wood (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT – MR STEVE VALLANCE

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 416,667 Shares to Steve Vallance (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES IN LIEU OF PAYMENT OF DIRECTOR'S FEES TO MR JUSTIN BARTON

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue of up to 1,666,667 Shares to Justin Barton (or their nominee(s)) in satisfaction of his cash remuneration owing as at 30 November 2025, on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES IN LIEU OF PAYMENT OF DIRECTOR'S FEES TO MR STEVEN WOOD

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,666,667 Shares to Steven Wood (or their nominee(s)) in satisfaction of his cash remuneration owing as at 30 November 2025, on the terms and conditions set out in the Explanatory Statement.”

Dated: 5 January 2026

Voting Prohibition Statements

Resolution 4 – Approval for Director Participation in Placement – Mr Justin Barton	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 4 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.
Resolution 5 – Approval for Director Participation in Placement – Mr Roger Steinepreis	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 5 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.
Resolution 6 – Approval for Director Participation in Placement – Mr Steven Wood	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 6 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.
Resolution 7 – Approval for Director Participation in Placement – Mr Steve Vallance	In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 7 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 7 Excluded Party.
Resolution 8 – Approval to Issue Shares in Lieu of Payment of Director's Fees to Mr Justin Barton	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
Resolution 9 – Approval to Issue Shares in Lieu of Payment of Director's Fees to Mr Steven Wood	<p>In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy, even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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 Tranche 1 Placement Shares – Listing Rule 7.1	The Placement Participants or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 2 – Ratification of Tranche 1 Placement Shares – Listing Rule 7.1A	The Placement Participants or any other person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 3 – Approval to Issue Tranche 2 Placement Shares	The Placement Participants or any other person who is expected to participate in, or 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).
Resolution 4 – Approval for Director Participation in Placement – Mr Justin Barton	Mr Justin Barton (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
Resolution 5 – Approval for Director Participation in Placement – Mr Roger Steinepreis	Mr Roger Steinepreis (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
Resolution 6 – Approval for Director Participation in Placement – Mr Steven Wood	Mr Steven Wood (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
Resolution 7 – Approval for Director Participation in Placement – Mr Steve Vallance	Mr Steve Vallance (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
Resolution 8 – Approval to Issue Shares in Lieu of Payment of Director's Fees to Mr Justin Barton	Mr Justin Barton (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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.
Resolution 9 – Approval to Issue Shares in Lieu of Payment of Director's Fees to Mr Steven Wood	Mr Steven Wood (or their nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the securities (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 or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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 lodged 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 Arika Resources Limited will need to verify your identity.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary on +61 8 6500 0202.

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. BACKGROUND TO RESOLUTIONS 1 TO 7

1.1 Placement

On 5 December 2025, the Company announced that it had had received firm commitments from sophisticated and professional investors to raise approximately \$5,732,000 (before costs) (**Placement**) through the issue of an aggregate of 238,833,342 fully paid ordinary shares in the capital of the Company at an issue price of \$0.024 per Share (**Placement Shares**).

The Placement is to be completed in two tranches as set out below:

- (a) 207,500,012 Placement Shares were issued on 12 December 2025, comprising:
 - (i) 134,902,808 Placement Shares issued pursuant to the Company's existing placement capacity under Listing Rule 7.1 (being the subject of Resolution 1); and
 - (ii) 72,597,202 Placement Shares issued pursuant to the Company's existing placement capacity under Listing Rule 7.1A (being the subject of Resolution 2),(together, **Tranche 1**); and
- (b) an aggregate of 31,333,332 Placement Shares on the same terms as Tranche 1 (**Tranche 2**), comprising:
 - (i) 4,250,000 Placement Shares to unrelated participants in the Placement, subject to shareholder approval pursuant to Resolution 3; and
 - (ii) an aggregate of 27,083,332 Placement Shares to the Directors of the Company (or their nominees(s)) participating in Tranche 2, comprising:
 - (A) up to 5,000,000 Shares to Mr Justin Barton subject to Shareholder approval pursuant to Resolution 4;
 - (B) up to 20,833,333 Shares to Roger Steinepreis subject to Shareholder approval pursuant to Resolution 5;
 - (C) up to 833,333 Shares to Steven Wood subject to Shareholder approval pursuant to Resolution 6; and
 - (D) up to 416,667 Shares to Steve Vallance subject to Shareholder approval pursuant to Resolution 7.

1.2 Lead Manager

The Company engaged Bell Potter Securities Limited (ACN 006 390 772) (**Bell Potter**) who acted as sole lead manager to the Placement pursuant to a lead manager mandate between the Company and Bell Potter dated 1 December 2025 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided in respect of the Placement, the Company agreed to pay Bell Potter a capital raising fee of 6% plus GST of the total funds raised under the Placement.

The Lead Manager Mandate otherwise contains terms which are standard for an agreement of this type.

1.3 Use of funds

The funds raised from the Placement will be utilised to accelerate exploration at its flagship Yundamindra and Kookynie Gold Projects in Western Australia and for general working capital purposes.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF TRANCHE 1 PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

As set out in Section 1.1 above, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 207,500,012 Placement Shares at an issue price of \$0.024 per Share to raise \$4,980,000.

134,902,808 Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (ratification of which is being sought under Resolution 1) and 72,597,202 Placement Shares were issued on 12 December 2025 pursuant to the Company's placement capacity under Listing Rule 7.1A (ratification of which is being sought under Resolution 2).

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and 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 securities it had on issue at the start of that 12 month period.

Under Listing Rule 7.1A however, 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 this approval at its annual general meeting held on 27 November 2025.

The issue does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of the issue.

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 Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

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 Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue.

2.4 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities were issued or the basis on which those persons were identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Bell Potter seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Securities issued	207,500,012 Placement Shares were issued on the following basis: (a) 134,902,808 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (a) 72,597,202 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Securities were issued	12 December 2025.
Price or other consideration the Company received for the Securities	\$0.024 per Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares were not issued under an agreement.
Voting Exclusion Statement	A voting exclusion statement applies to these Resolutions.
Compliance	The issue did not breach Listing Rule 7.1 or 7.1A.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

As set out in Section 1.1 above, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 4,250,000 Placement Shares to unrelated participants in the Placement (**Placement Participants**).

3.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.1 above.

The proposed issue falls within exception 17 of Listing Rule 7.2 which excludes from the restrictions in Listing Rules 7.1 and 7.1A an agreement to issue equity securities that is conditional on the holders of its ordinary securities approving the issue under Listing Rule 7.1 before the issue is made. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue and will raise an additional \$102,000 under Tranche 2 of the Placement. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will not raise any further funds under the Placement, which may affect the Company's ability to undertake its strategic objectives.

3.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Professional and sophisticated investors who were identified through a bookbuild process, which involved Bell Potter seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	4,250,000 Placement Shares will be issued.

REQUIRED INFORMATION	DETAILS
Terms of Securities	The Placement Shares 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.
Date(s) on or by which the Securities will be issued	The Company expects to issue the Placement Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration the Company will receive for the Securities	\$0.024 per Placement Share.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.3 for details of the proposed use of funds.
Summary of material terms of agreement to issue	The Placement Shares were not issued under an agreement.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 4 TO 7 – APPROVAL FOR DIRECTORS' PARTICIPATION IN PLACEMENT

4.1 General

Resolutions 4 to 7 seek Shareholder approval for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the issue of an aggregate of 27,083,332 Shares to Mr Justin Barton, Mr Roger Steinepreis, Mr Steven Wood and Mr Steve Vallance (or their nominee(s)) (the **Related Parties**) on the terms and conditions set out below to enable the Directors to participate in the Company's capital raising activities on the same terms as unrelated participants.

Further details in respect of the intended participation of the Directors are set out in the table below.

RECIPIENT	RESOLUTION	PARTICIPATION	
		QUANTUM	FUNDS RAISED
		SHARES	
Justin Barton	4	5,000,000	\$120,000
Roger Steinepreis	5	20,833,333	\$500,000
Steven Wood	6	833,333	\$20,000
Steve Vallance	7	416,667	\$10,000
Total		27,083,332	\$650,000

4.2 Director Recommendation

Each Director has a material personal interest in the outcome of these Resolutions on the basis that all of the Directors (or their nominee(s)) are to be issued Securities should these Resolutions be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on these Resolutions.

4.3 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 sections 210 to 216 of the Corporations Act.

The issue constitutes giving a financial benefit and each of the proposed recipients is a related party of the Company by virtue of being a Director.

As Securities are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue. Accordingly, Shareholder approval for the issue is sought in accordance with Chapter 2E of the Corporations Act.

4.4 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:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue falls within Listing Rule 10.11.1 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.

4.5 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue. As a consequence, the Company will not be able to raise a further \$650,000 under the Placement.

4.6 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Securities will be issued	Mr Justin Barton, Mr Roger Steinepreis, Mr Steven Wood and Mr Steve Vallance (or their nominee(s)).

REQUIRED INFORMATION	DETAILS																		
Categorisation under Listing Rule 10.11	<p>Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director.</p> <p>Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>																		
Number of Securities and class to be issued	<p>Up to 27,083,332 Shares will be issued on the following basis:</p> <p>(a) 5,000,000 Shares to Mr Justin Barton;</p> <p>(b) 20,833,333 Shares to Mr Roger Steinepreis;</p> <p>(c) 833,333 Shares to Mr Steven Wood; and</p> <p>(d) 416,667 Shares to Mr Steve Vallance</p>																		
Terms of Securities	<p>The Shares 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.</p>																		
Date(s) on or by which the Securities will be issued	<p>The Company expects to issue the Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).</p>																		
Price or other consideration the Company will receive for the Securities	<p>\$0.024 per Share.</p>																		
Purpose of the issue, including the intended use of any funds raised by the issue	<p>Refer to Section 1.3 details of the proposed use of funds</p>																		
Valuation	<p>The value of the Shares proposed to be issued is set out in the table below, based on a valuation of \$0.024 per Share (being the issue price of the Shares proposed to be issued, which is equivalent to the price at which Shares were issued to unrelated participants in the Placement).</p> <table><tr><th>RECIPIENT</th><th>SHARES</th><th>VALUE</th></tr><tr><td>Justin Barton</td><td>5,000,000</td><td>\$120,000</td></tr><tr><td>Roger Steinepreis</td><td>20,833,333</td><td>\$500,000</td></tr><tr><td>Steven Wood</td><td>833,333</td><td>\$20,000</td></tr><tr><td>Steve Vallance</td><td>416,667</td><td>\$10,000</td></tr></table>	RECIPIENT	SHARES	VALUE	Justin Barton	5,000,000	\$120,000	Roger Steinepreis	20,833,333	\$500,000	Steven Wood	833,333	\$20,000	Steve Vallance	416,667	\$10,000			
RECIPIENT	SHARES	VALUE																	
Justin Barton	5,000,000	\$120,000																	
Roger Steinepreis	20,833,333	\$500,000																	
Steven Wood	833,333	\$20,000																	
Steve Vallance	416,667	\$10,000																	
Summary of material terms of agreement to issue	<p>The Shares are not being issued under any agreement.</p>																		
Interest in Securities	<p>The relevant interests of the proposed recipients in Securities as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS²</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Justin Barton</td><td>28,122,371</td><td>16,808,233</td><td>1,000,000</td><td>2.52%</td><td>4.02%</td></tr><tr><td>Roger Steinepreis</td><td>80,215,759</td><td>25,999,999</td><td>Nil</td><td>7.18%</td><td>9.51%</td></tr></table>	RECIPIENT	SHARES ¹	OPTIONS ²	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Justin Barton	28,122,371	16,808,233	1,000,000	2.52%	4.02%	Roger Steinepreis	80,215,759	25,999,999	Nil	7.18%	9.51%
RECIPIENT	SHARES ¹	OPTIONS ²	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED														
Justin Barton	28,122,371	16,808,233	1,000,000	2.52%	4.02%														
Roger Steinepreis	80,215,759	25,999,999	Nil	7.18%	9.51%														

REQUIRED INFORMATION	DETAILS																				
	<table><tr><td>Steven Wood</td><td>8,218,972</td><td>4,302,999</td><td>Nil</td><td>0.74%</td><td>1.12%</td></tr><tr><td>Steve Vallance</td><td>Nil</td><td>10,000,000</td><td>Nil</td><td>0.00%</td><td>0.90%</td></tr></table>	Steven Wood	8,218,972	4,302,999	Nil	0.74%	1.12%	Steve Vallance	Nil	10,000,000	Nil	0.00%	0.90%								
	Steven Wood	8,218,972	4,302,999	Nil	0.74%	1.12%															
	Steve Vallance	Nil	10,000,000	Nil	0.00%	0.90%															
	Post issue																				
	<table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th></tr><tr><td>Justin Barton</td><td>33,122,371</td><td>16,808,233</td><td>1,000,000</td></tr><tr><td>Roger Steinepreis</td><td>101,049,092</td><td>25,999,999</td><td>Nil</td></tr><tr><td>Steven Wood</td><td>9,052,305</td><td>4,302,999</td><td>Nil</td></tr><tr><td>Steve Vallance</td><td>416,667</td><td>10,000,000</td><td>Nil</td></tr></table>	RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	Justin Barton	33,122,371	16,808,233	1,000,000	Roger Steinepreis	101,049,092	25,999,999	Nil	Steven Wood	9,052,305	4,302,999	Nil	Steve Vallance	416,667	10,000,000	Nil
	RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS																	
	Justin Barton	33,122,371	16,808,233	1,000,000																	
	Roger Steinepreis	101,049,092	25,999,999	Nil																	
	Steven Wood	9,052,305	4,302,999	Nil																	
	Steve Vallance	416,667	10,000,000	Nil																	
Notes:																					
1. Fully paid ordinary shares in the capital of the Company (ASX: ARI).																					
2. Comprising:																					
(a) Unquoted Options Class A Options exercisable at \$0.06 each on or before 23 May 2026.																					
(b) Unquoted Class B Options exercisable at \$0.09 each on or before 23 May 2026.																					
(c) Unquoted Options exercisable at \$0.025 each on or before 19 March 2026.																					
(d) Unquoted Options exercisable at \$0.05 each on or before 18 December 2027.																					
(e) Unquoted Options exercisable at \$0.06 each on or before 18 December 2027.																					
Dilution	If the Shares issued under these Resolutions are exercised, a total of 27,083,332 Shares would be issued. This will increase the number of Shares on issue from 1,116,536,732 (being the total number of Shares on issue as at the date of this Notice) to 1,143,620,065 (assuming that no Shares are issued and no other convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.37%, comprising 0.44% by Justin Barton, 1.82% by Roger Steinepreis, 0.07% by Steven Wood and 0.04% by Steve Vallance.																				
Trading history	<p>The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:</p> <table><tr><th></th><th>PRICE</th><th>DATE</th></tr><tr><td>Highest</td><td>\$0.048</td><td>18 August 2025</td></tr><tr><td>Lowest</td><td>\$0.016</td><td>9 April 2025</td></tr><tr><td>Last</td><td>\$0.032</td><td>5 January 2026</td></tr></table>		PRICE	DATE	Highest	\$0.048	18 August 2025	Lowest	\$0.016	9 April 2025	Last	\$0.032	5 January 2026								
	PRICE	DATE																			
Highest	\$0.048	18 August 2025																			
Lowest	\$0.016	9 April 2025																			
Last	\$0.032	5 January 2026																			
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.																				
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.																				
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.																				

5. RESOLUTIONS 8 AND 9 – APPROVAL TO ISSUE SHARES TO DIRECTORS IN LIEU OF FEES

5.1 General

In order to preserve the Company's cash reserves, the Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 3,333,334 Shares to Mr Justin Barton and Mr Steven Wood (or their nominee(s)) at an issue price of \$0.024 per Share (**Related Party Shares**) in satisfaction of their director's remuneration/fees payable to the Related Parties, being the equivalent of \$40,000 as at 30 November 2025

These Resolutions seek Shareholder approval for the purposes of Listing Rule 10.11 to issue the Related Party Shares to Mr Barton and Mr Wood.

5.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 5.2 above.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include a director of a public company. A "financial benefit" is defined in section 229 of the Corporations Act and includes granting shares to a related party. The issue of Related Party Shares to Mr Barton and Mr Wood in lieu of the Director fees constitutes giving a financial benefit and Mr Barton and Mr Wood are related parties of the Company by virtue of being Directors.

The Directors, other than Mr Barton and Mr Wood, given their material personal interest in this Resolution, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue because the issue of the Related Party Shares is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

5.3 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in Section 4.4 above.

The issue falls within Listing Rule 10.11.1 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.

5.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue of the Related Party Shares to Mr Barton and Mr Wood in lieu of fees and will need to satisfy payment of these fees out of the Company's cash reserves.

5.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

REQUIRED INFORMATION	DETAILS
Name of the persons to whom Shares will be issued	Mr Justin Barton and Mr Steven Wood (or their nominee(s)).
Categorisation under Listing Rule 10.11	Each of the proposed recipients falls within the category set out in Listing Rule 10.11.1 as they are a related party of the Company by virtue of being a Director. Any nominee(s) of the proposed recipients who receive Shares may constitute 'associates' for the purposes of Listing Rule 10.11.4.

REQUIRED INFORMATION	DETAILS												
Number of Shares and class to be issued	<p>3,333,334 Related Party Shares will be issued on the following basis:</p> <p>(a) 1,666,667 Related Party Shares to Mr Justin Barton; and</p> <p>(b) 1,666,667 Related Party Shares to Mr Steven Wood.</p>												
Terms of Shares	The Related Party Shares 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.												
Date(s) on or by which the Shares will be issued	The Company expects to issue the Related Party Shares within 5 Business Days of the Meeting. In any event, the Company will not issue any Related Party Shares later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).												
Price or other consideration the Company will receive for the Shares	The Related Party Shares will be issued for nil cash consideration, in lieu of cash fees payable, as a means of preserving the Company's cash reserves. The Related Party Shares will be issued at a deemed issue price of \$0.024 per Share												
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy accrued Director's fees owed to the proposed recipients for the period outlined in Section 5.1 above.												
Remuneration	<p>The total remuneration package for each of the proposed recipients for the previous financial year and the proposed total remuneration package for the current financial year are set out below:</p> <table><tr><th>RELATED PARTY</th><th>CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026</th><th>PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025</th></tr><tr><td>Justin Barton</td><td>\$324,763¹</td><td>\$564,574²</td></tr><tr><td>Steven Wood</td><td>\$60,000¹</td><td>\$97,961³</td></tr></table> <p>Notes:</p> <p>1. Comprising Directors' fees/salary, superannuation payments, short term benefits and share-based payments.</p> <p>2. Comprising Directors' fees/salary of \$295,000, a superannuation payment of \$29,763, short term benefits of \$75,000 and share-based payments of \$164,811.</p> <p>3. Comprising Directors' fees/salary of \$53,811, a superannuation payment of \$6,188 and share-based payments (FY 2025) of \$37,962.</p>	RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025	Justin Barton	\$324,763 ¹	\$564,574 ²	Steven Wood	\$60,000 ¹	\$97,961 ³			
RELATED PARTY	CURRENT FINANCIAL YEAR ENDING 30 JUNE 2026	PREVIOUS FINANCIAL YEAR ENDED 30 JUNE 2025											
Justin Barton	\$324,763 ¹	\$564,574 ²											
Steven Wood	\$60,000 ¹	\$97,961 ³											
Valuation	The value of the Related Party Shares proposed to be issued based on the valuation of \$0.024 per Share is \$80,000.												
Interest in Shares	<p>The relevant interests of the proposed recipients in Shares as at the date of this Notice and following completion of the issue are set out below:</p> <p>As at the date of this Notice</p> <table><tr><th>RECIPIENT</th><th>SHARES¹</th><th>OPTIONS</th><th>PERFORMANCE RIGHTS</th><th>UNDILUTED</th><th>FULLY DILUTED</th></tr><tr><td>Justin Barton</td><td>28,122,371</td><td>16,808,233</td><td>1,000,000</td><td>2.52%</td><td>4.02%</td></tr></table>	RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED	Justin Barton	28,122,371	16,808,233	1,000,000	2.52%	4.02%
RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS	UNDILUTED	FULLY DILUTED								
Justin Barton	28,122,371	16,808,233	1,000,000	2.52%	4.02%								

REQUIRED INFORMATION	DETAILS					
	Steven Wood	8,218,972	4,302,999	Nil	0.74%	1.12%
	Post issue					
	RECIPIENT	SHARES ¹	OPTIONS	PERFORMANCE RIGHTS		
	Justin Barton	29,789,038	16,808,233	1,000,000		
	Steven Wood	9,885,639	4,302,999	Nil		
	Notes:					
	1. Fully paid ordinary shares in the capital of the Company (ASX: ARI). 2. Comprising: (a) Unquoted Options Class A Options exercisable at \$0.06 each on or before 23 May 2026. (b) Unquoted Class B Options exercisable at \$0.09 each on or before 23 May 2026. (c) Unquoted Options exercisable at \$0.025 each on or before 19 March 2026. (d) Unquoted Options exercisable at \$0.05 each on or before 18 December 2027. (e) Unquoted Options exercisable at \$0.06 each on or before 18 December 2027.					
Other information	The Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass these Resolutions.					
Summary of material terms of agreement to issue	The Related Party Shares are not being issued under an agreement.					
Voting exclusion statements	Voting exclusion statements apply to these Resolutions.					
Voting prohibition statements	Voting prohibition statements apply to these Resolutions.					

5.6 Director Recommendation

The Directors (other than Mr Barton and Mr Wood) recommend that Shareholders vote in favour of these Resolutions as the issue of the Related Party Shares will fairly remunerate Mr Barton and Mr Wood for their director services provided to the Company.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

Bell Potter means Bell Potter Securities Limited (ACN 006 390 772).

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 Arika Resources Limited (ACN 086 839 992).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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 Mandate has the meaning given in Section 1.2.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share subject to satisfaction of performance milestones.

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given in Section 4.1.

Related Party Shares has the meaning given in Section 5.1.

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.

Security means a Share, Option or Performance Right (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 has the meaning given in Section 1.1.

Tranche 2 has the meaning given in Section 1.1.

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



ARIKA RESOURCES

Arika Resources Limited

ACN 086 839 992

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Arika Resources Limited
C/- C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

C/- MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Tuesday, 10 February 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Arika Resources Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Thursday, 12 February 2026 at Level 14, QV1 Building, 250 St Georges Terrace PERTH WA 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 8 & 9: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 8 & 9 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification Of Tranche 1 Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval To Issue Shares In Lieu Of Payment Of Director's Fees To Mr Steven Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification Of Tranche 1 Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Approval To Issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval For Director Participation In Placement – Mr Justin Barton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval For Director Participation In Placement – Mr Roger Steinepreis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval For Director Participation In Placement – Mr Steven Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval For Director Participation In Placement – Mr Steve Vallance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval To Issue Shares In Lieu Of Payment Of Director's Fees To Mr Justin Barton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ARI PRX2601D